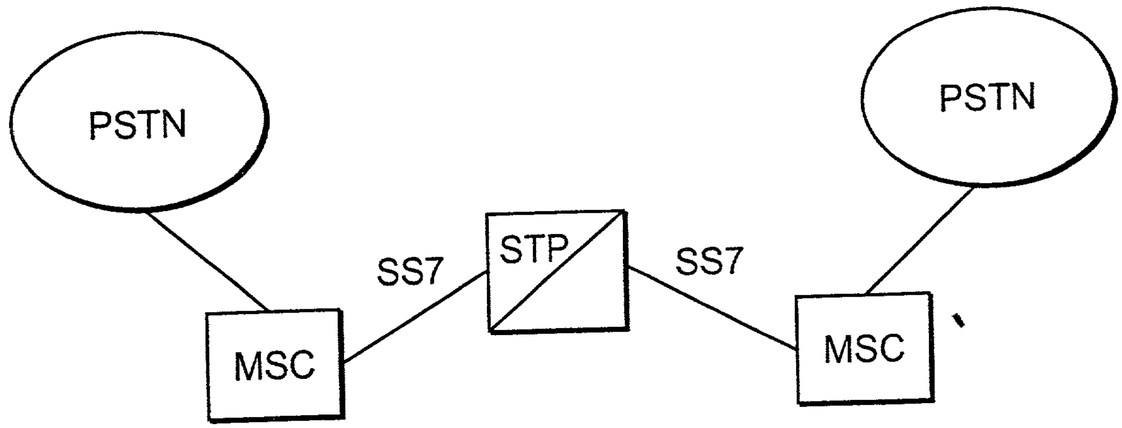

PSTN
PSTN
STP
SS7
SS7
MSC
MSC

FIG. 1

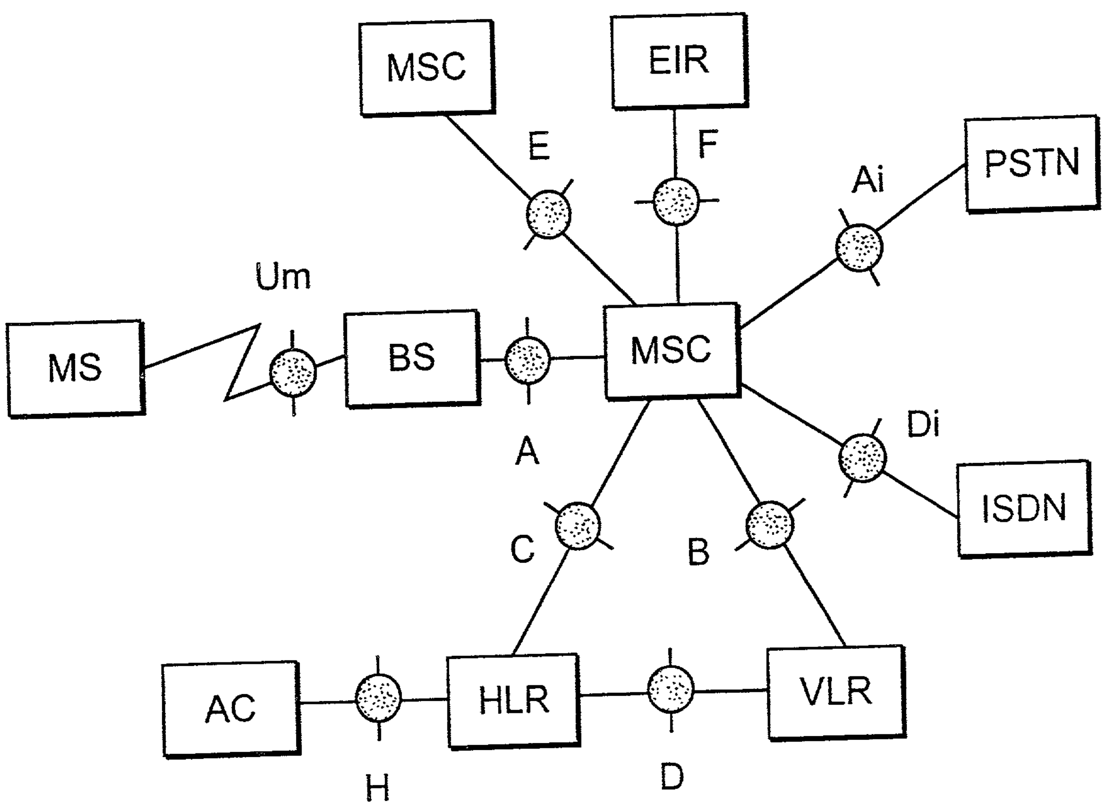

MSC
EIR
E
F
Ai
PSTN
Um
MS
BS
MSC
A
Di
ISDN
C
B
AC
HLR
VLR
H
D

FIG. 2

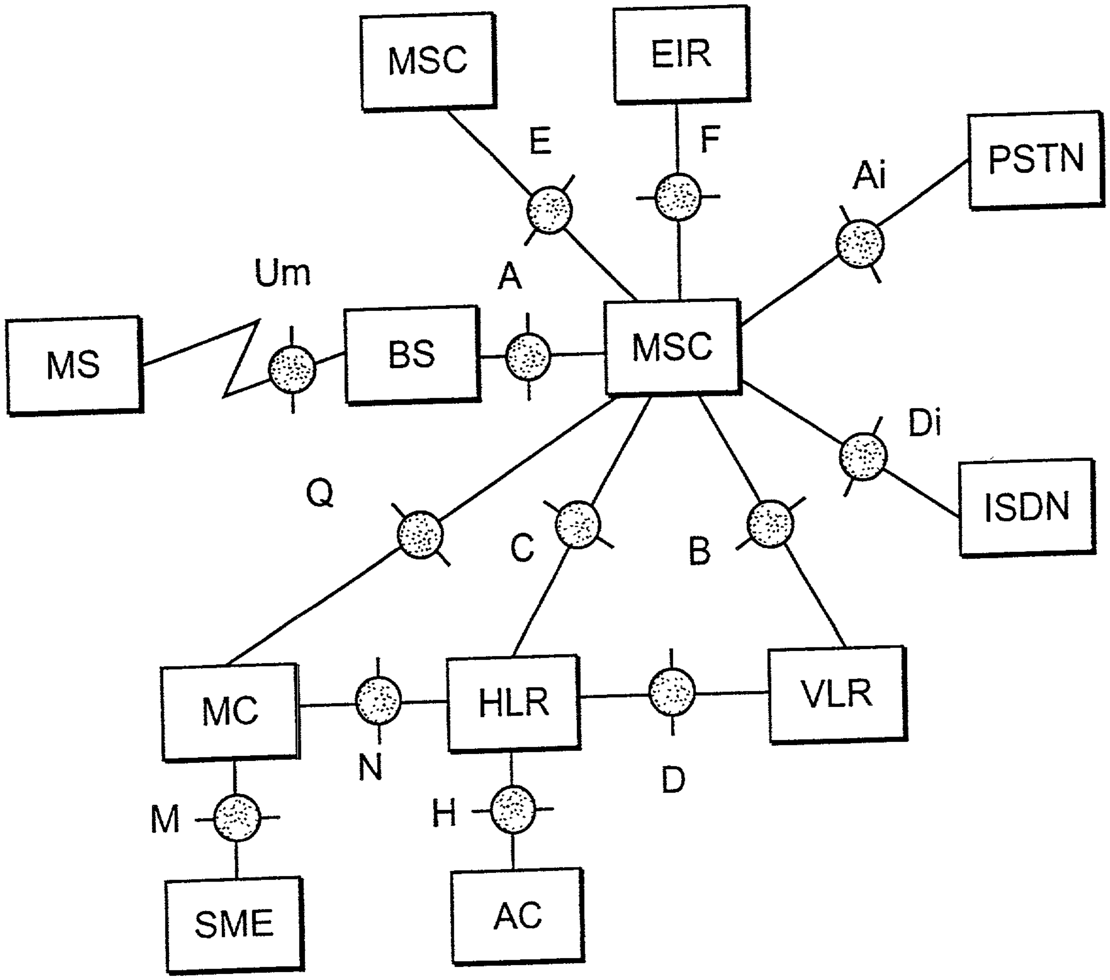

MSC
EIR
E
F
Ai
PSTN
Um
A
MS
BS
MSC
Di
ISDN
Q
C
B
MC
HLR
VLR
N
D
M
H
SME
AC

FIG. 3

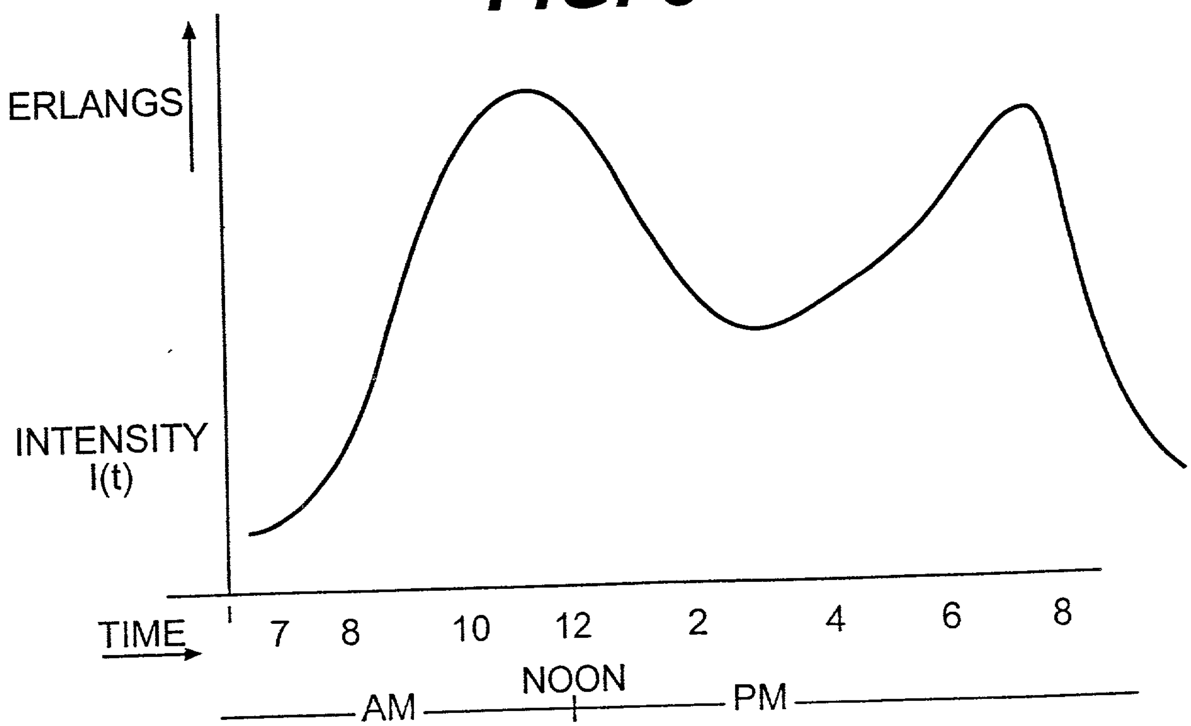

ERLANGS
INTENSITY
I(t)
TIME
7
8
10
12
2
4
6
8
NOON
AM
PM

FIG. 4

BNA USAGE (9/00)

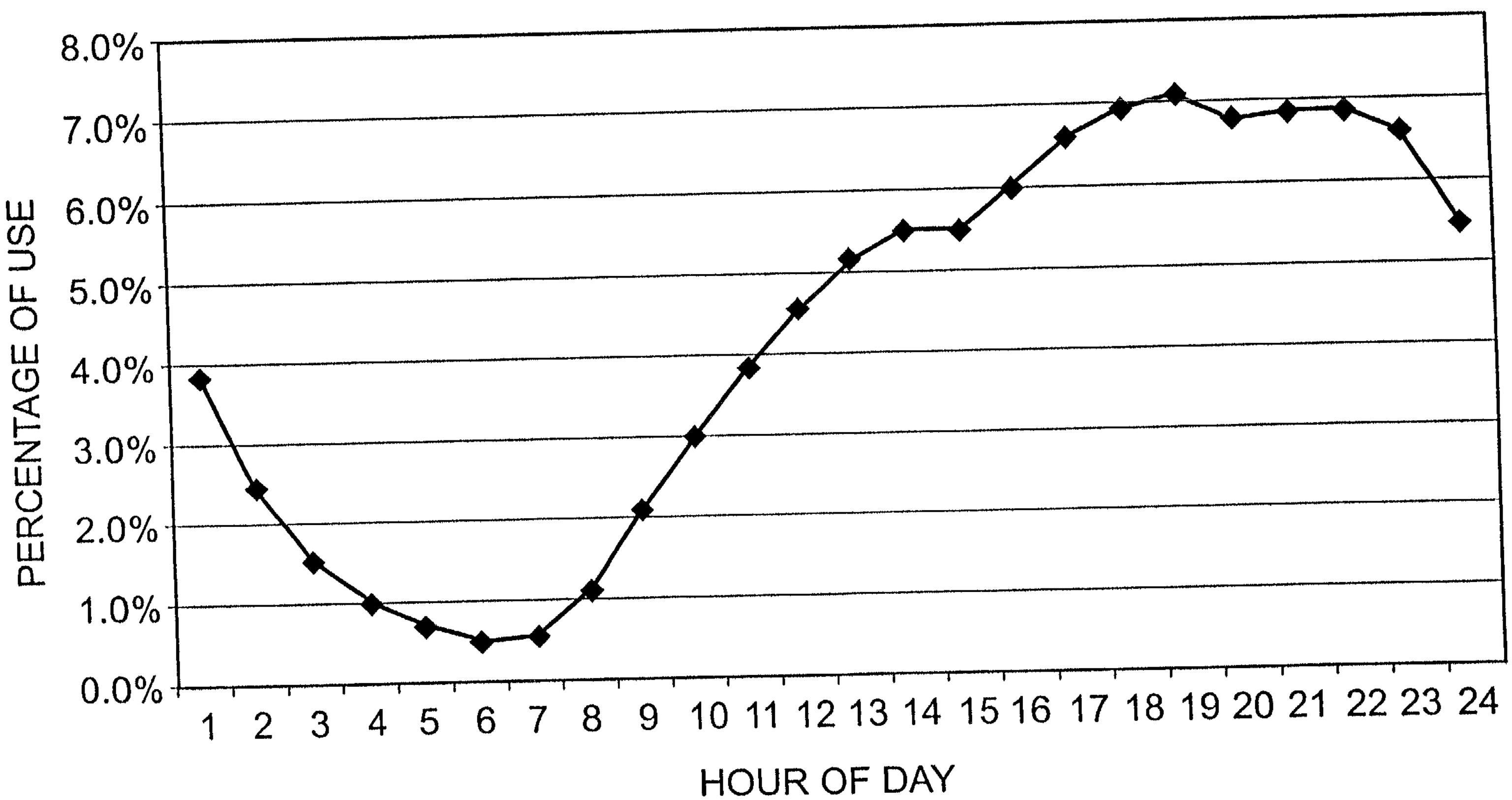


FIG. 5

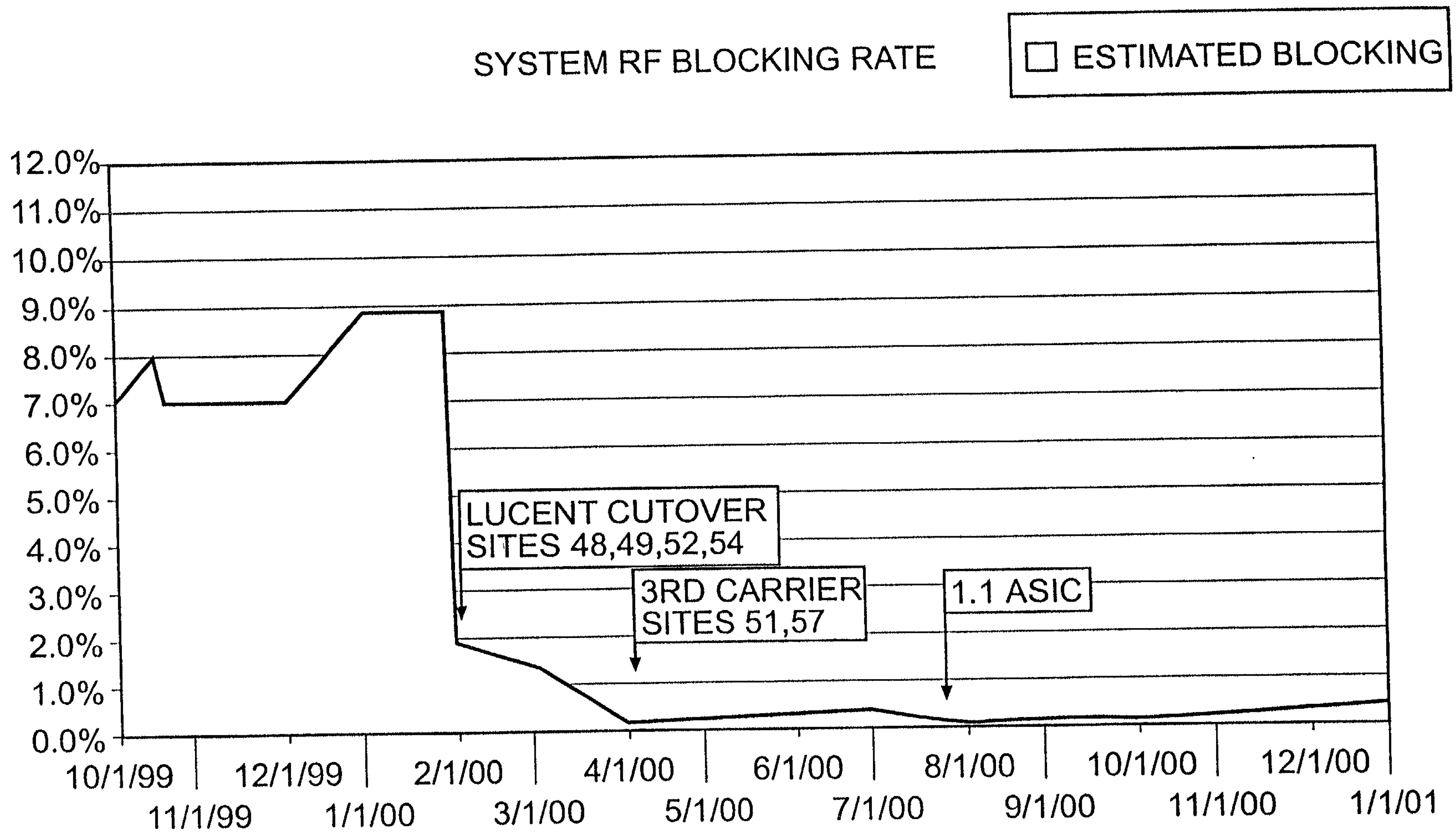

SYSTEM RF BLOCKING RATE
ESTIMATED BLOCKING
12.0%
11.0%
10.0%
9.0%
8.0%
7.0%
6.0%
5.0%
4.0%
3.0%
2.0%
1.0%
0.0%
10/1/99
11/1/99
12/1/99
1/1/00
2/1/00
3/1/00
4/1/00
5/1/00
6/1/00
7/1/00
8/1/00
9/1/00
10/1/00
11/1/00
12/1/00
1/1/01
LUCENT CUTOVER
SITES 48,49,52,54
3RD CARRIER
SITES 51,57
1.1 ASIC

FIG. 6

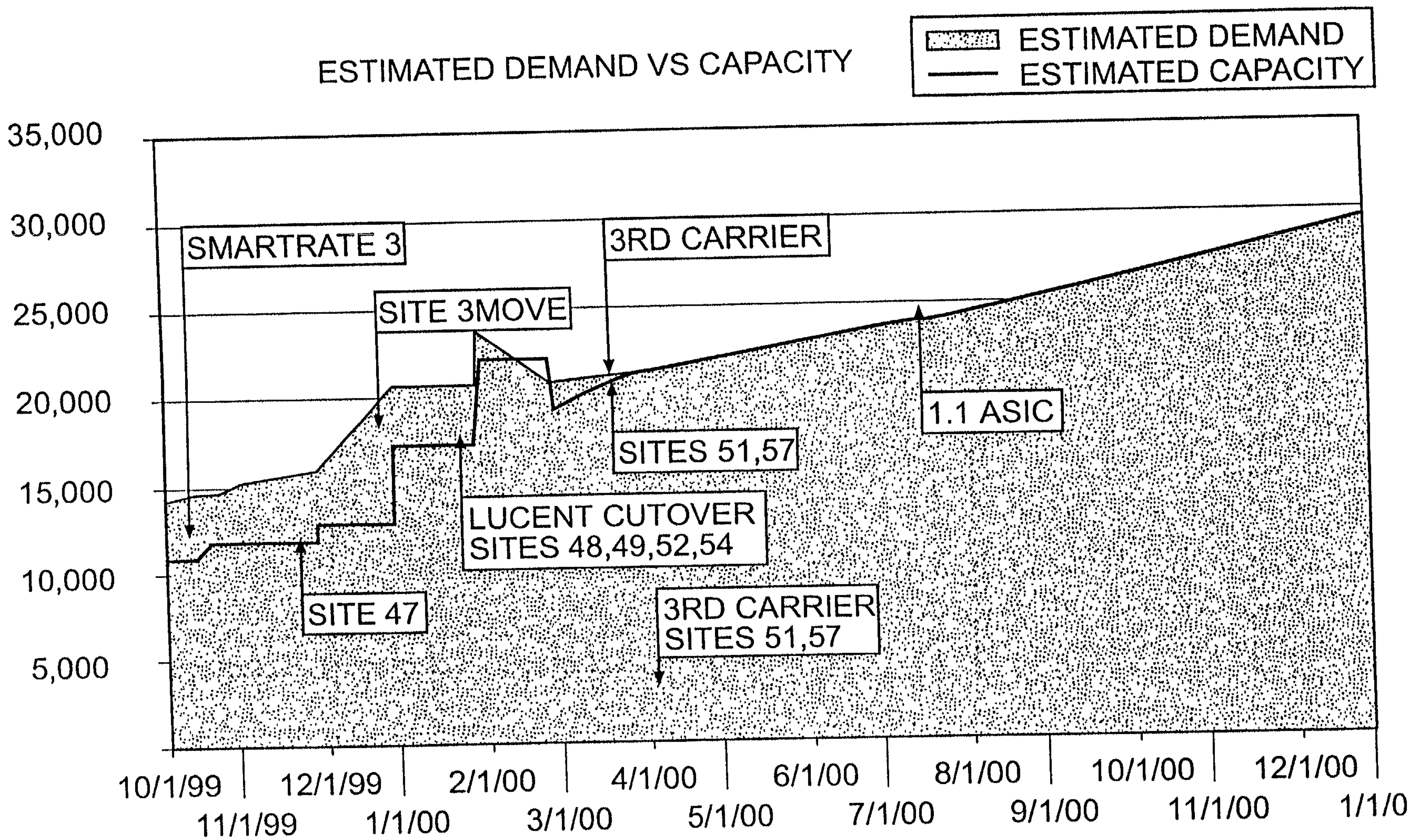

ESTIMATED DEMAND VS CAPACITY
ESTIMATED DEMAND
ESTIMATED CAPACITY
35,000
30,000
25,000
20,000
15,000
10,000
5,000
SMARTRATE 3
SITE 3MOVE
3RD CARRIER
SITES 51,57
1.1 ASIC
LUCENT CUTOVER
SITES 48,49,52,54
SITE 47
3RD CARRIER
SITES 51,57
10/1/99
11/1/99
12/1/99
1/1/00
2/1/00
3/1/00
4/1/00
5/1/00
6/1/00
7/1/00
8/1/00
9/1/00
10/1/00
11/1/00
12/1/00
1/1/01

FIG. 7

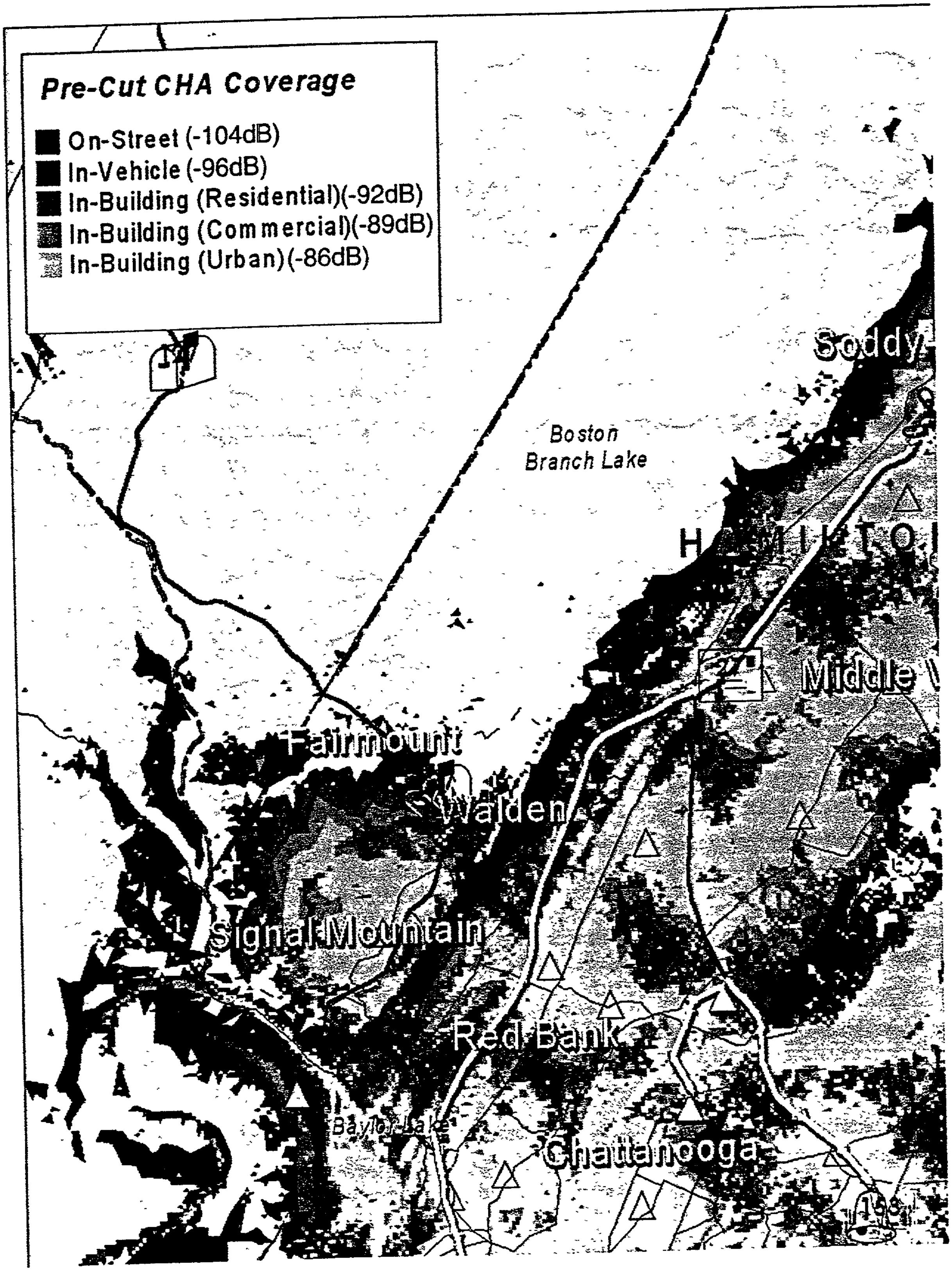

Pre-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Soddy
Boston
Branch Lake
Middle
Fairmount
Walden
Signal Mountain
Red Bank
Baylor Lake
Chattanooga

FIG. 8a

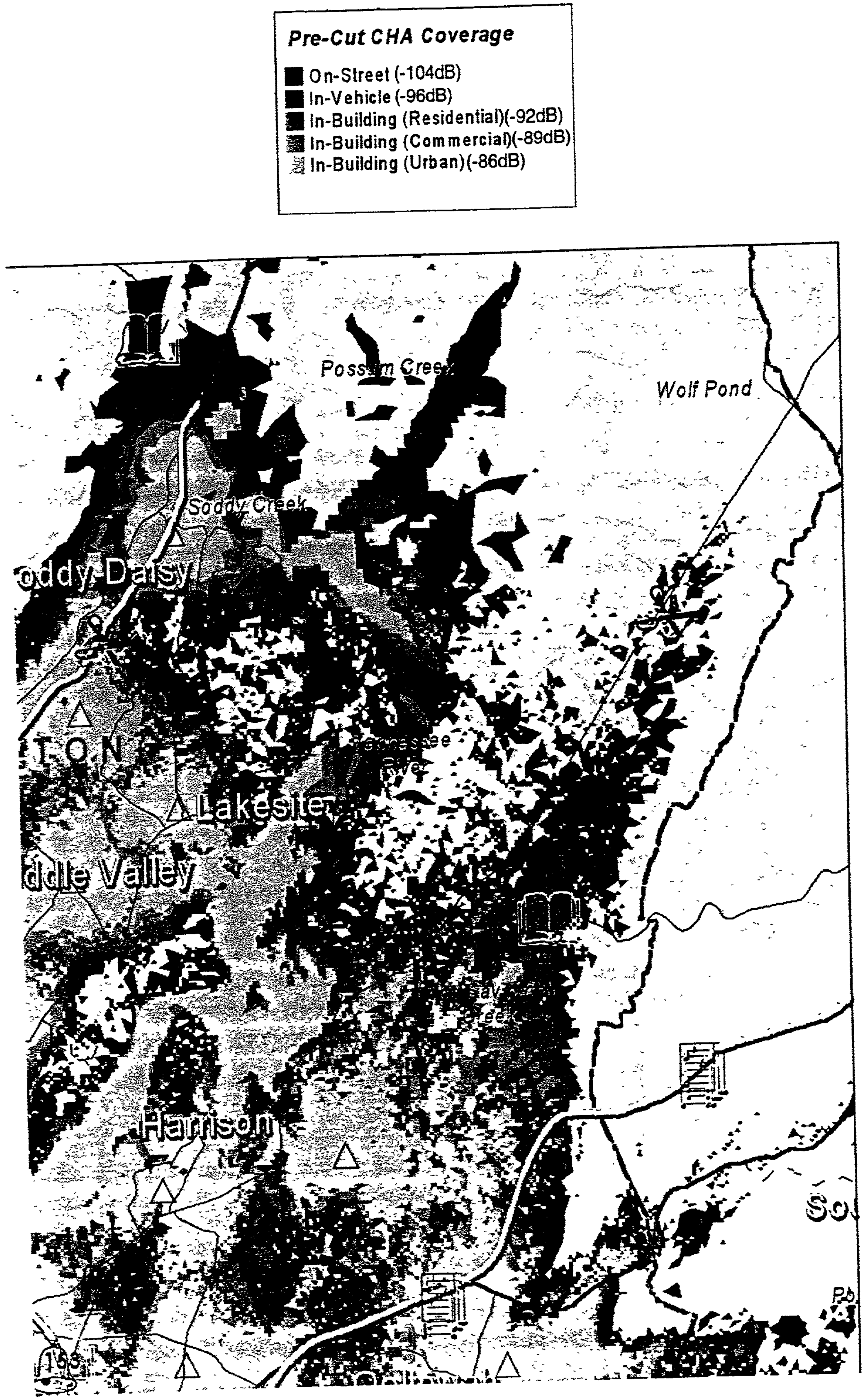
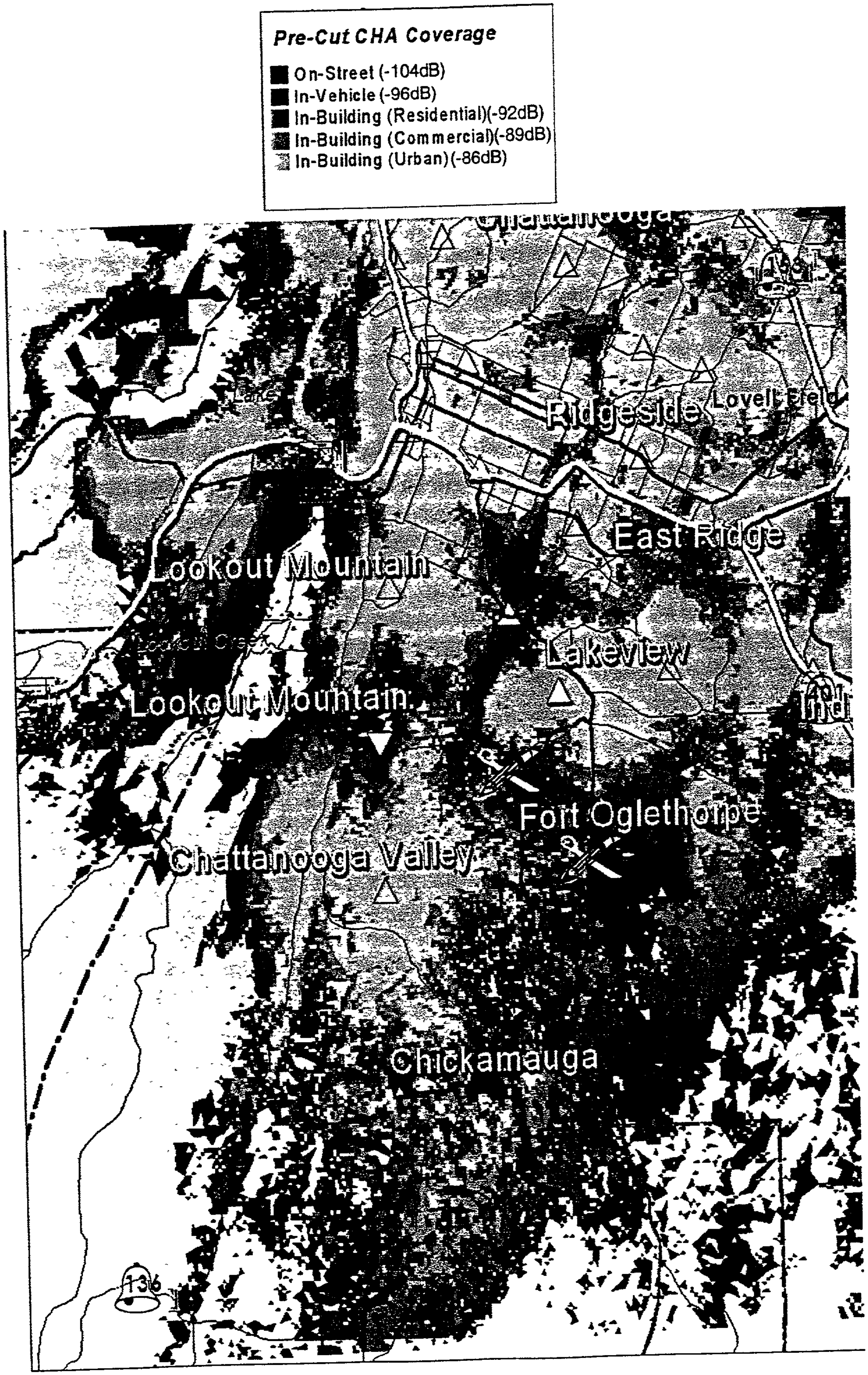

Pre-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Possum Creek
Wolf Pond
Soddy Creek
oddy Daisy
Lakesite
ddle Valley
Harrison

FIG. 8b



Pre-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Chattanooga
Ridgeside
Lovell Field
East Ridge
Lookout Mountain
Lakeview
Lookout Mountain
Fort Oglethorpe
Chattanooga Valley
Chickamauga
136

FIG. 8c

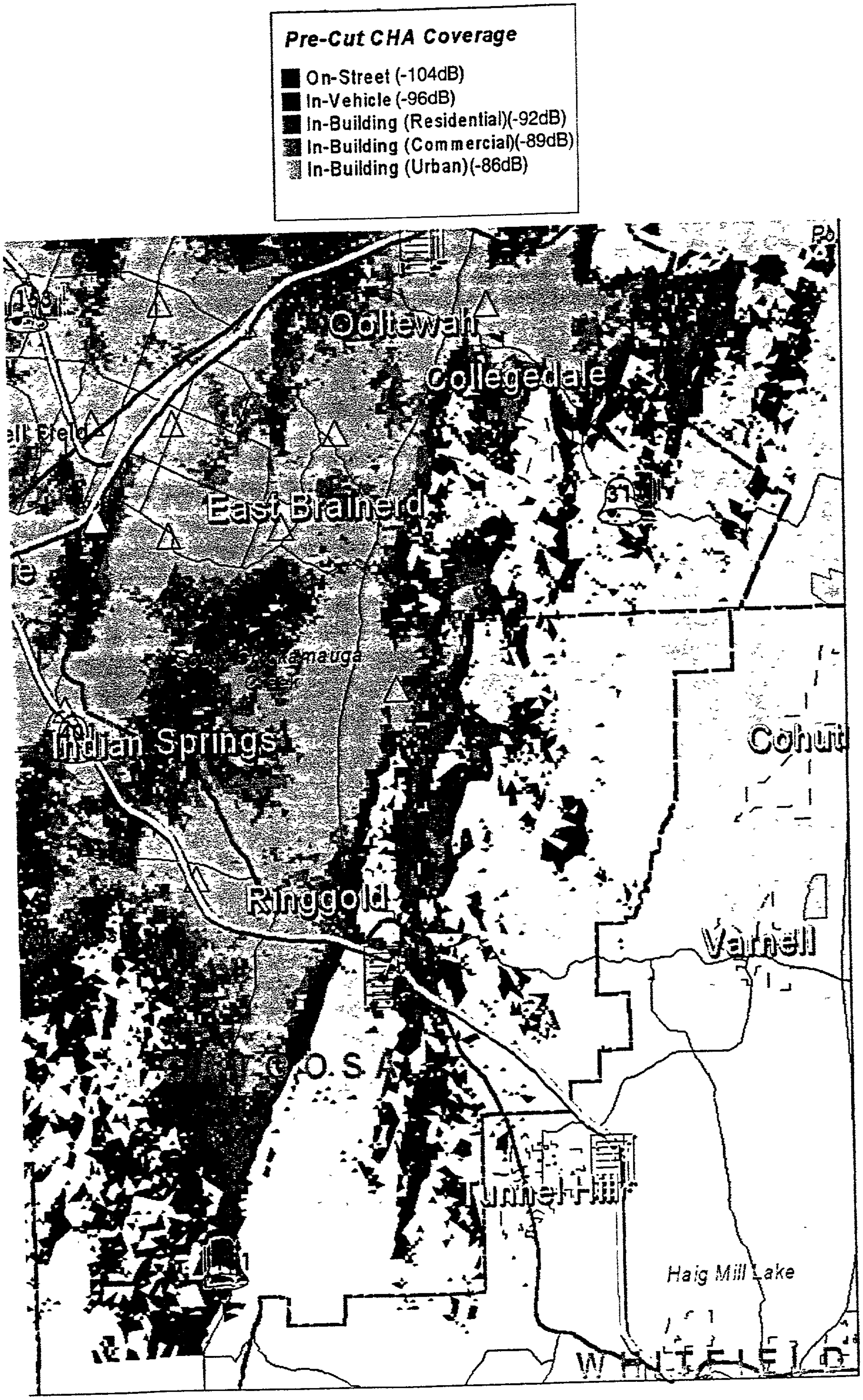

Pre-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Ooltewah
Collegedale
East Brainerd
Indian Springs
Ringgold
Cohut
Varnell
Tunnel Hill
Haig Mill Lake

FIG. 8d

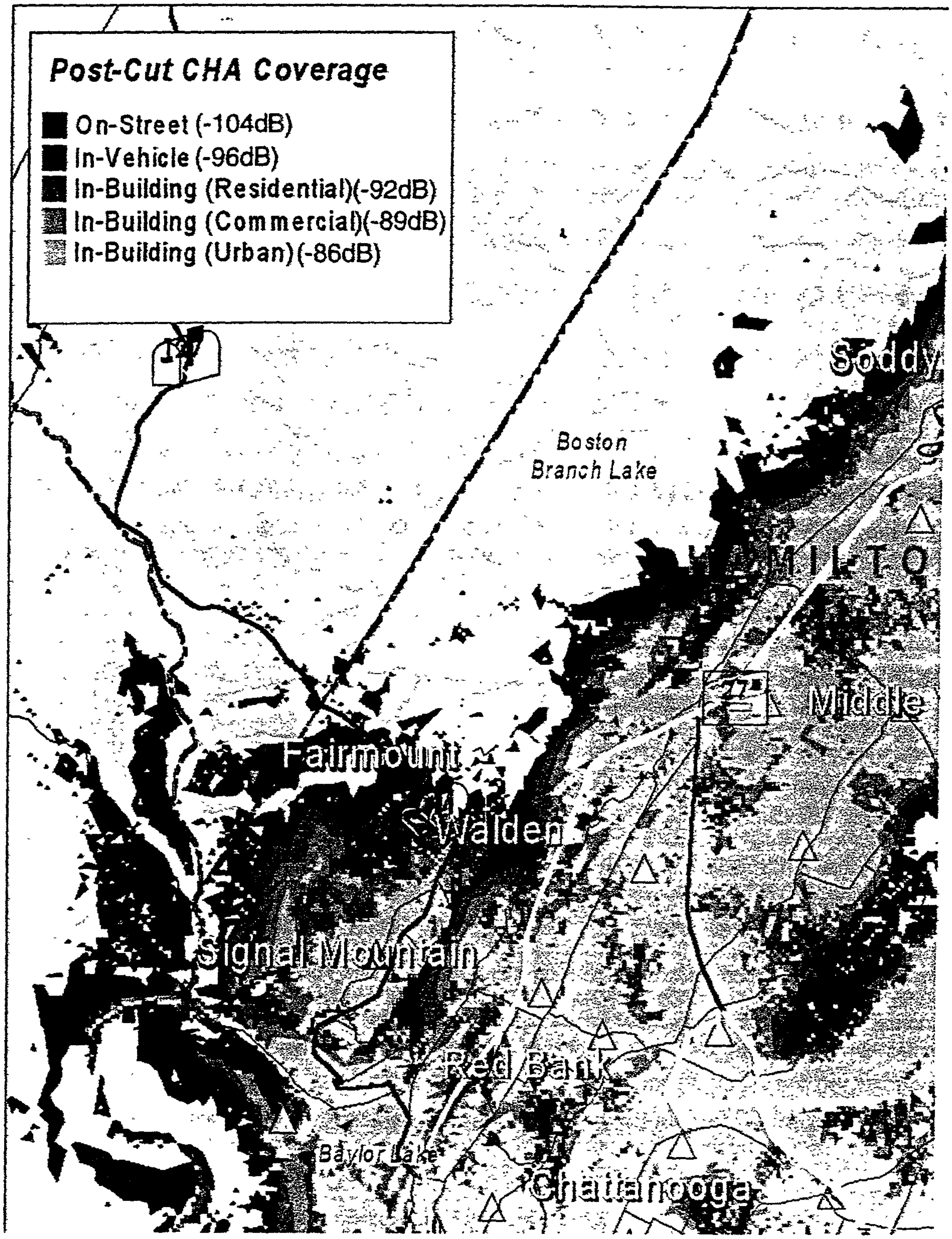
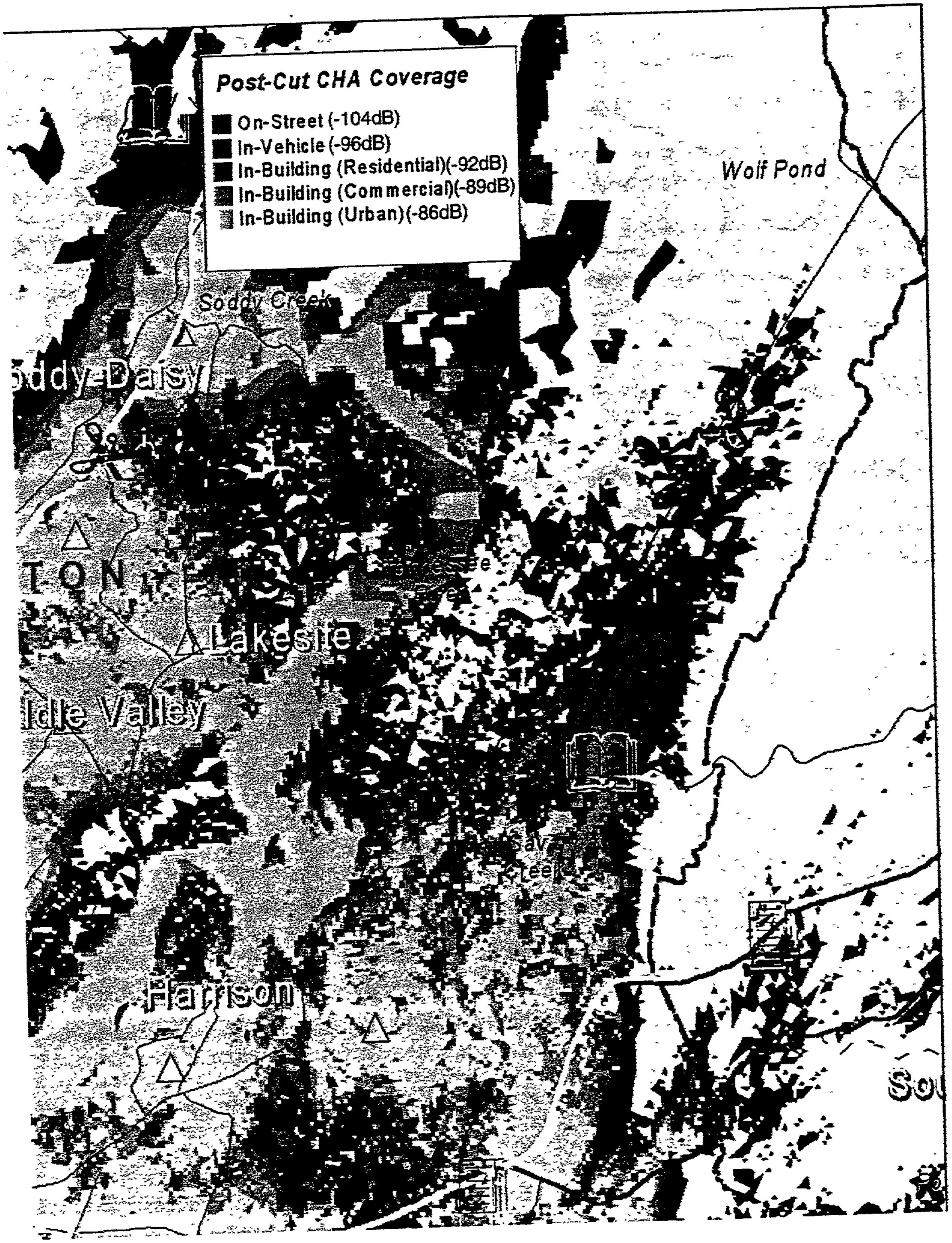

Post-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Soddy
Boston
Branch Lake
Middle
Fairmount
Walden
Signal Mountain
Red Bank
Baylor Lake
Chattanooga

FIG. 9a



Post-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Wolf Pond
Soddy Creek
Lakesite
Harrison

FIG. 9b

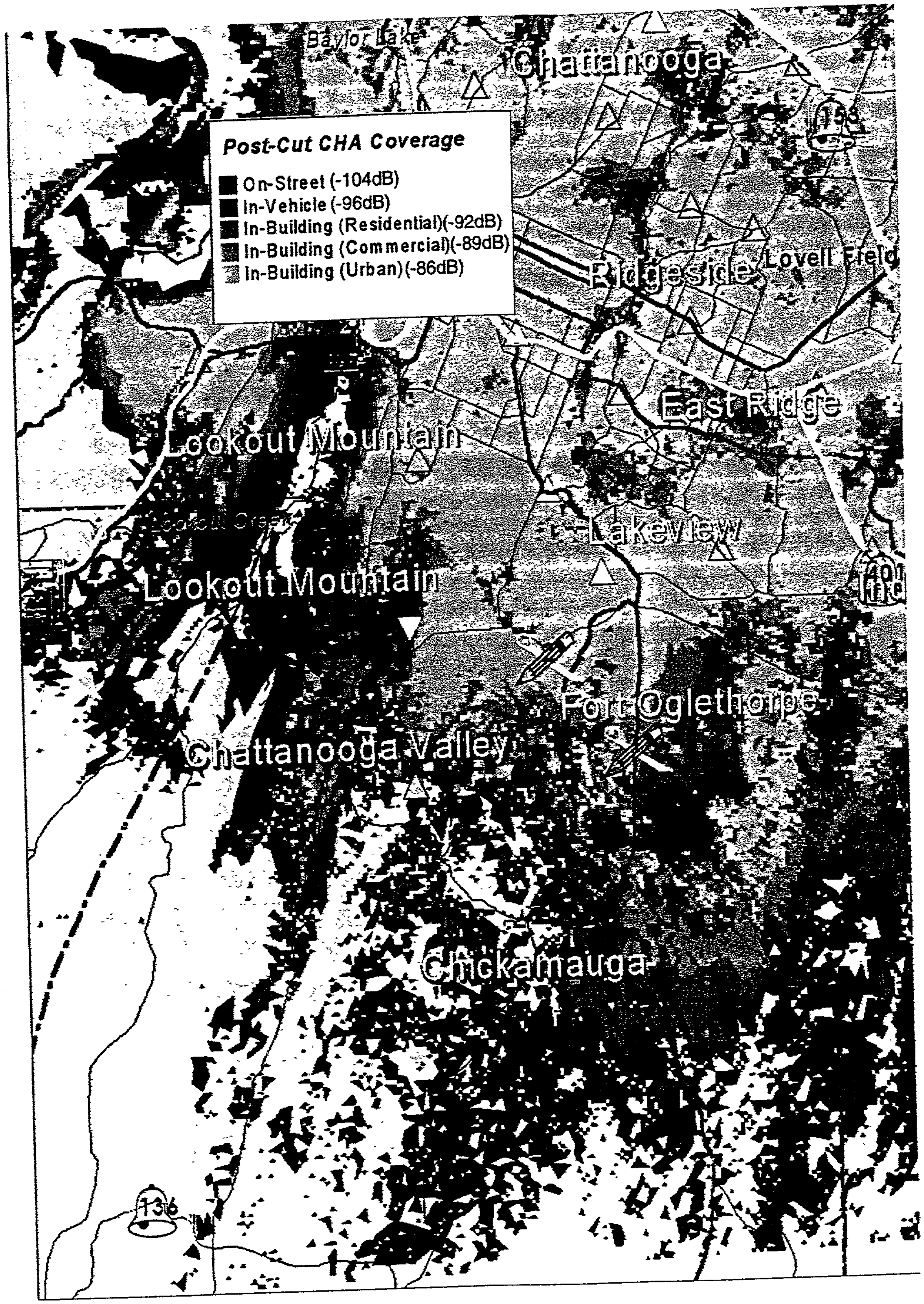

Post-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Baylor Lake
Chattanooga
153
Ridgeside
Lovell Field
East Ridge
Lookout Mountain
Lookout Creek
Lakeview
Lookout Mountain
Fort Oglethorpe
Chattanooga Valley
Chickamauga
136

FIG. 9c

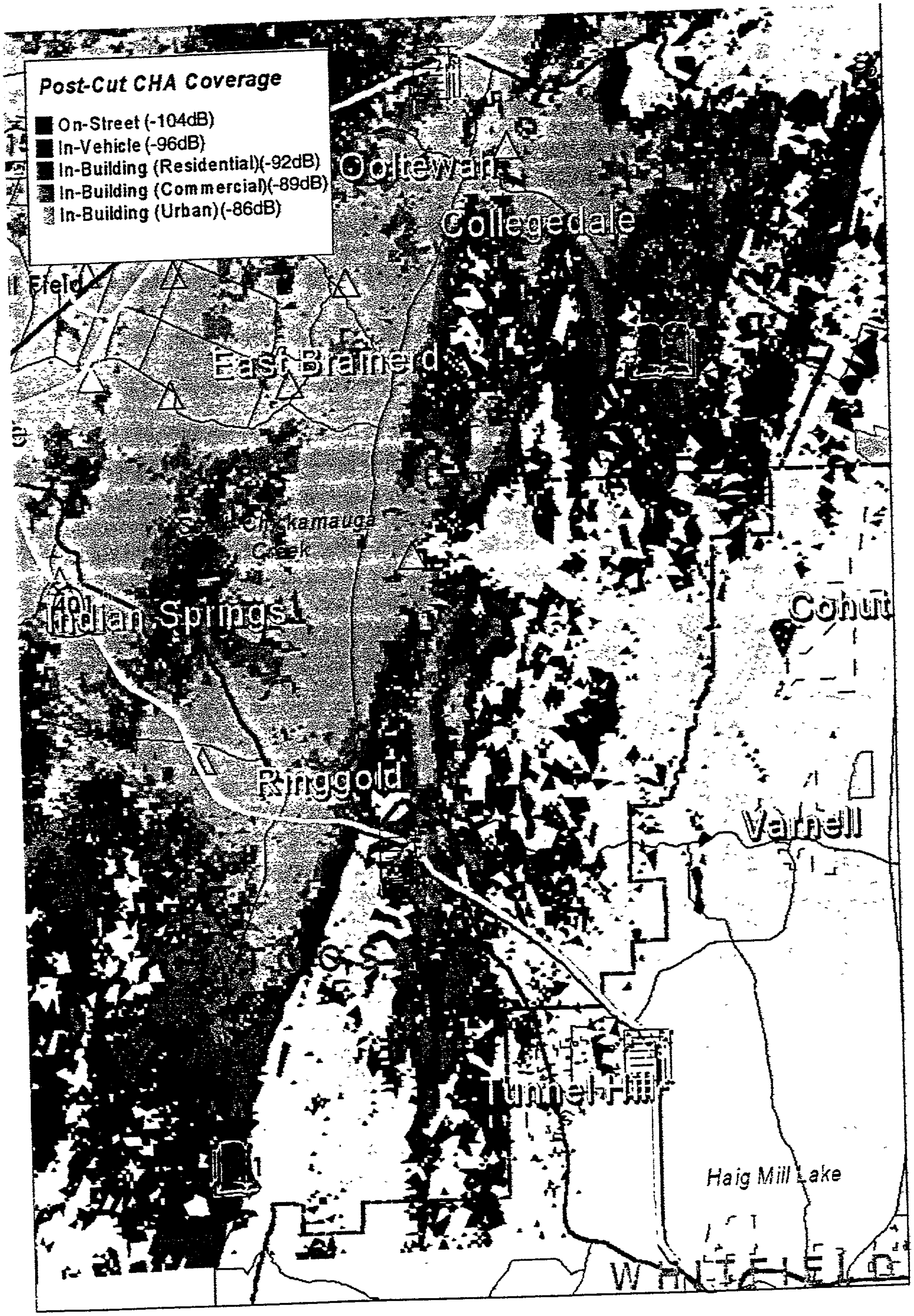

Post-Cut CHA Coverage
On-Street (-104dB)
In-Vehicle (-96dB)
In-Building (Residential)(-92dB)
In-Building (Commercial)(-89dB)
In-Building (Urban)(-86dB)
Ooltewah
Collegedale
East Brainerd
Chickamauga Creek
Indian Springs
Ringgold
Varnell
Tunnel Hill
Haig Mill Lake

FIG. 9d

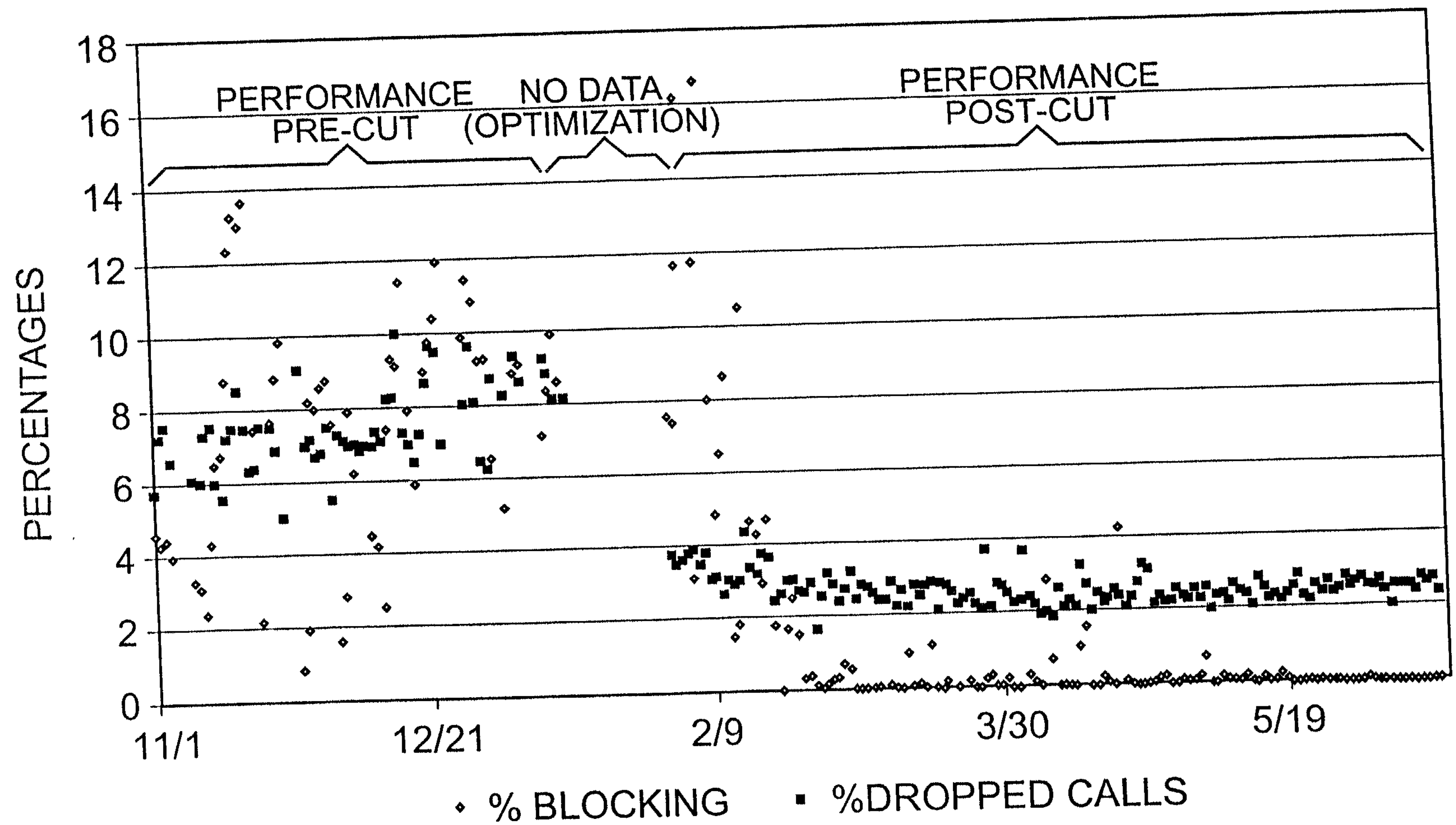

18
16
14
12
10
8
6
4
2
0
PERCENTAGES
PERFORMANCE
PRE-CUT
NO DATA
(OPTIMIZATION)
PERFORMANCE
POST-CUT
11/1
12/21
2/9
3/30
5/19
% BLOCKING
%DROPPED CALLS

FIG. 10a

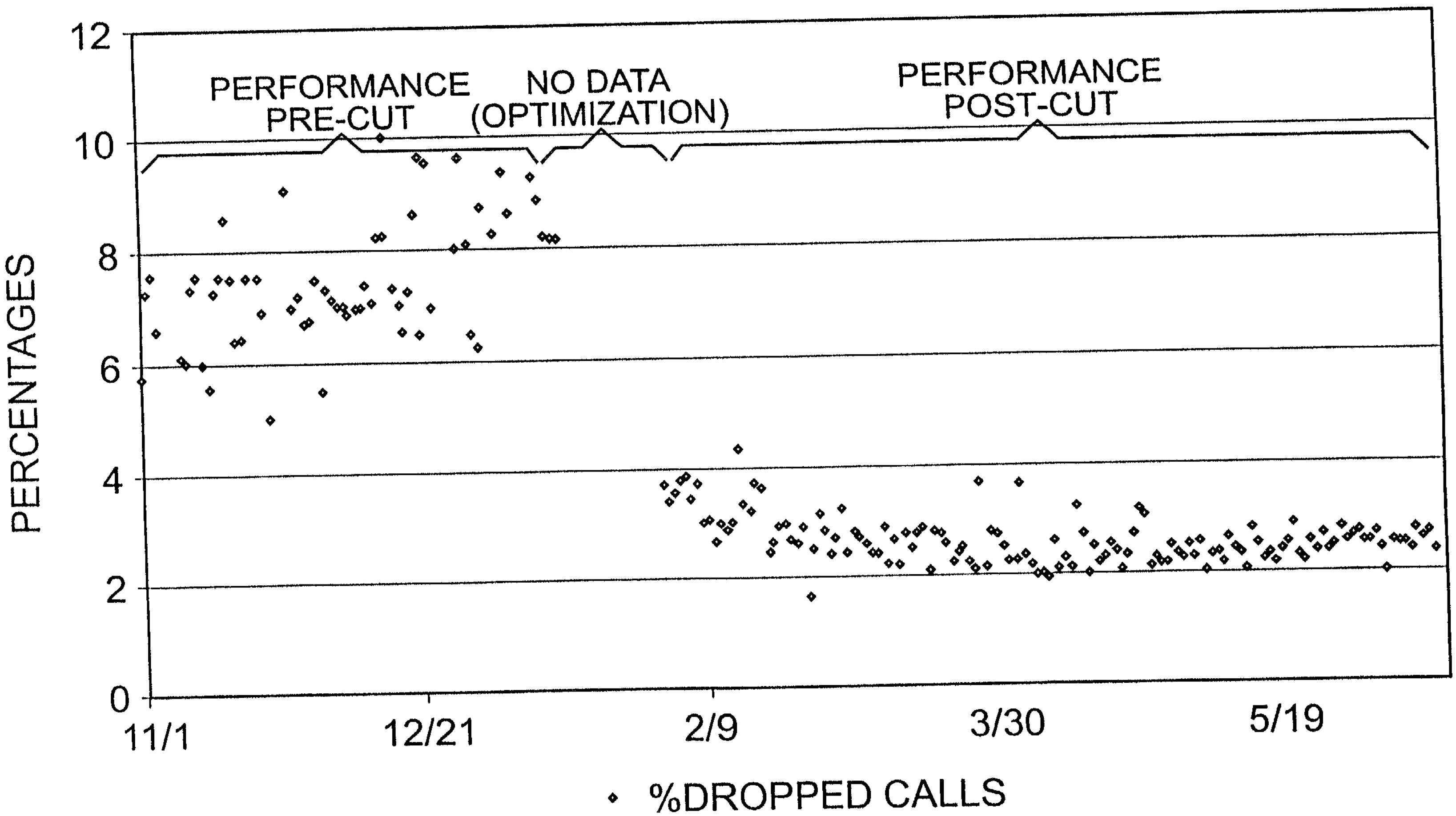

PERFORMANCE PRE-CUT
NO DATA (OPTIMIZATION)
PERFORMANCE POST-CUT
PERCENTAGES
12
10
8
6
4
2
0
11/1
12/21
2/9
3/30
5/19
%DROPPED CALLS

FIG. 10b

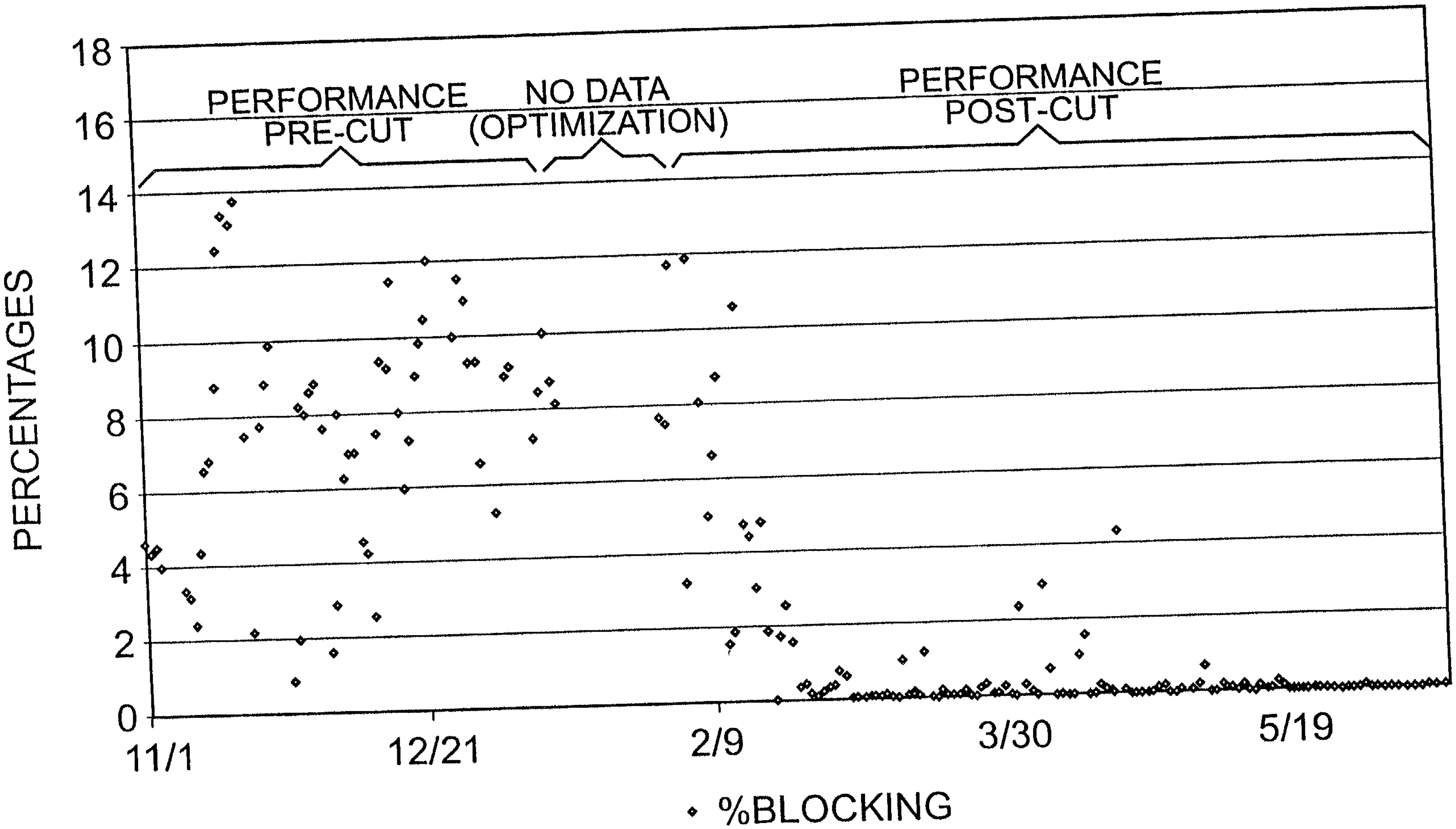

PERFORMANCE
PRE-CUT
NO DATA
(OPTIMIZATION)
PERFORMANCE
POST-CUT
PERCENTAGES
18
16
14
12
10
8
6
4
2
0
11/1
12/21
2/9
3/30
5/19
%BLOCKING

FIG. 10c

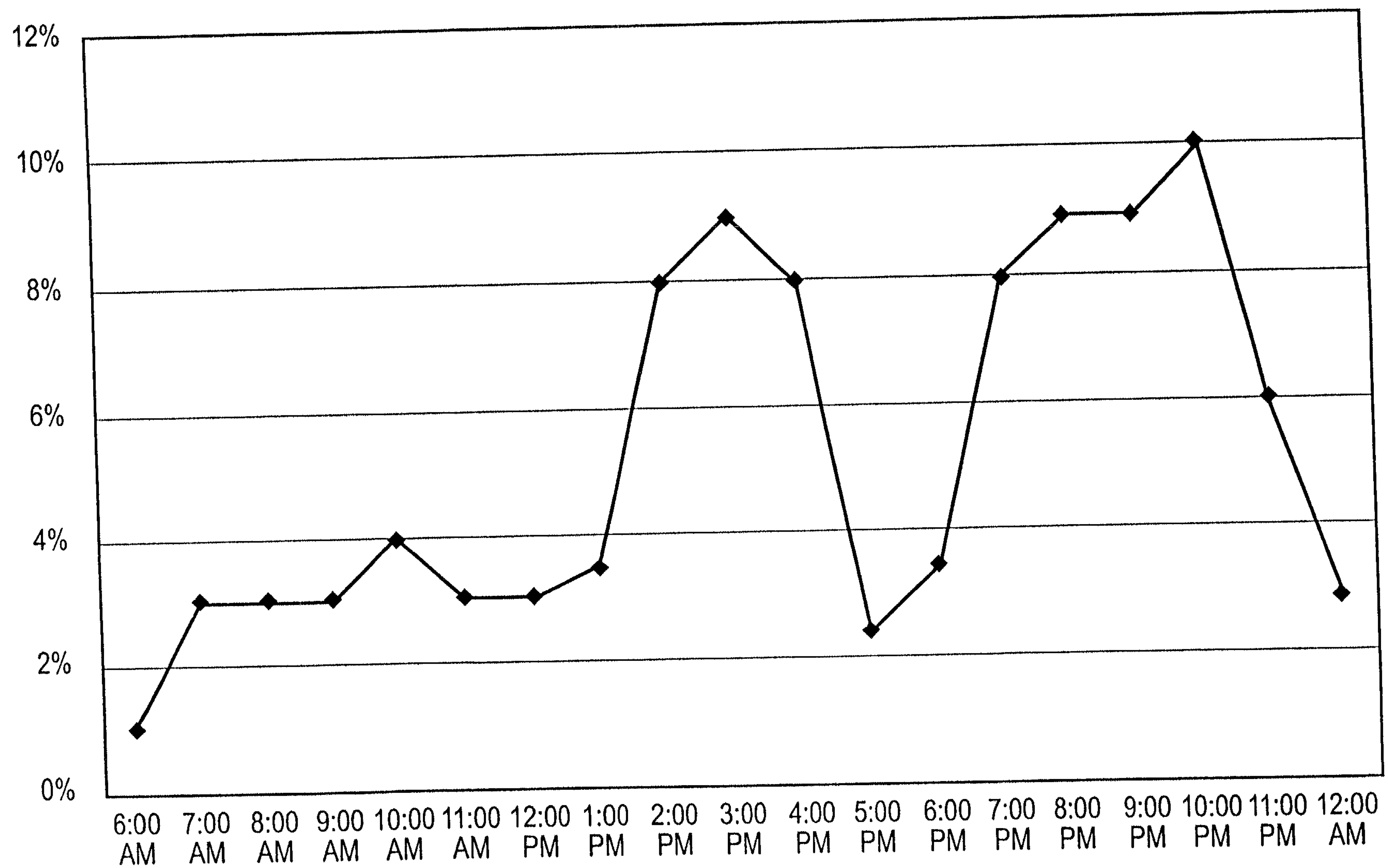

12%
10%
8%
6%
4%
2%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 11

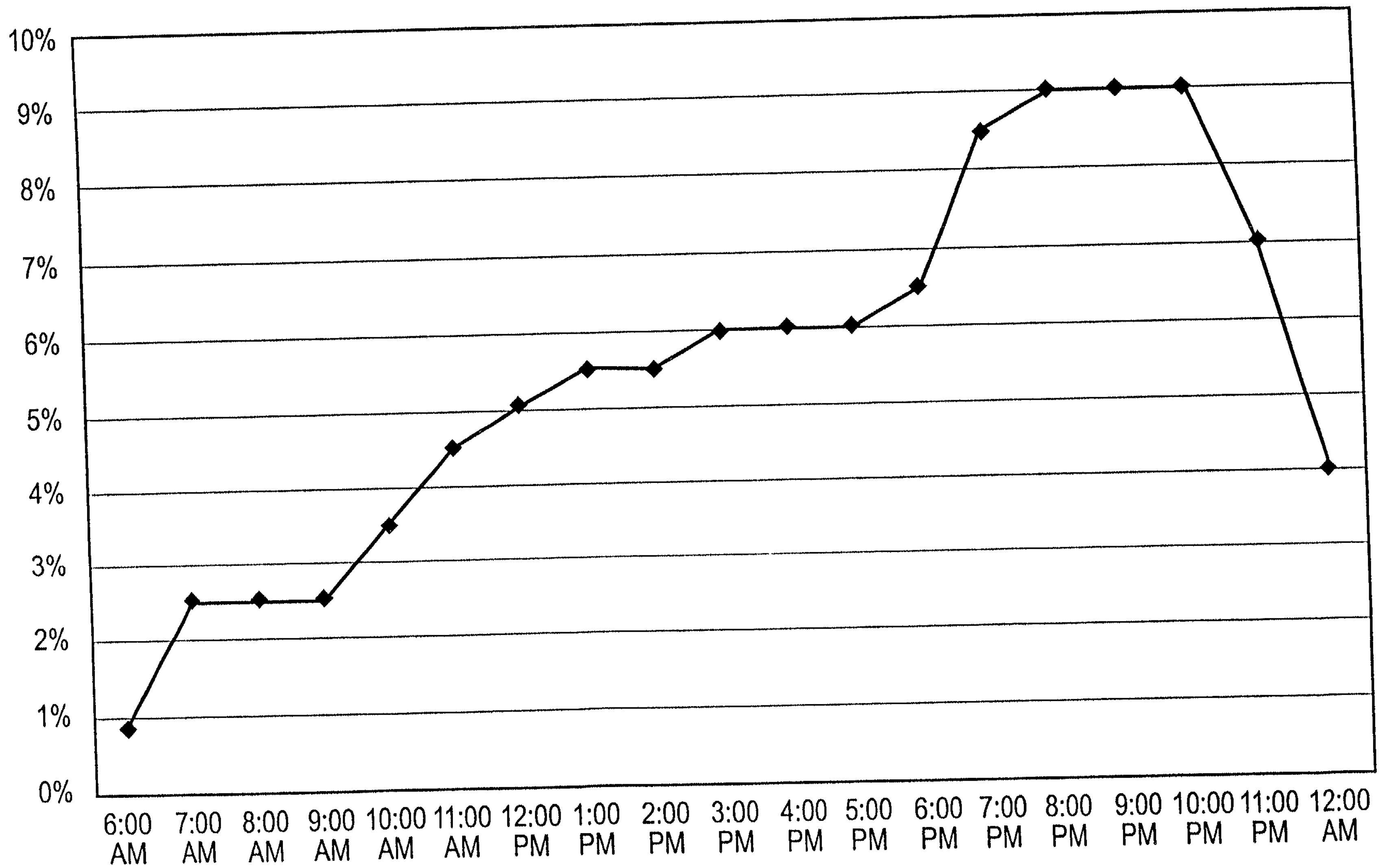

10%
9%
8%
7%
6%
5%
4%
3%
2%
1%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 12

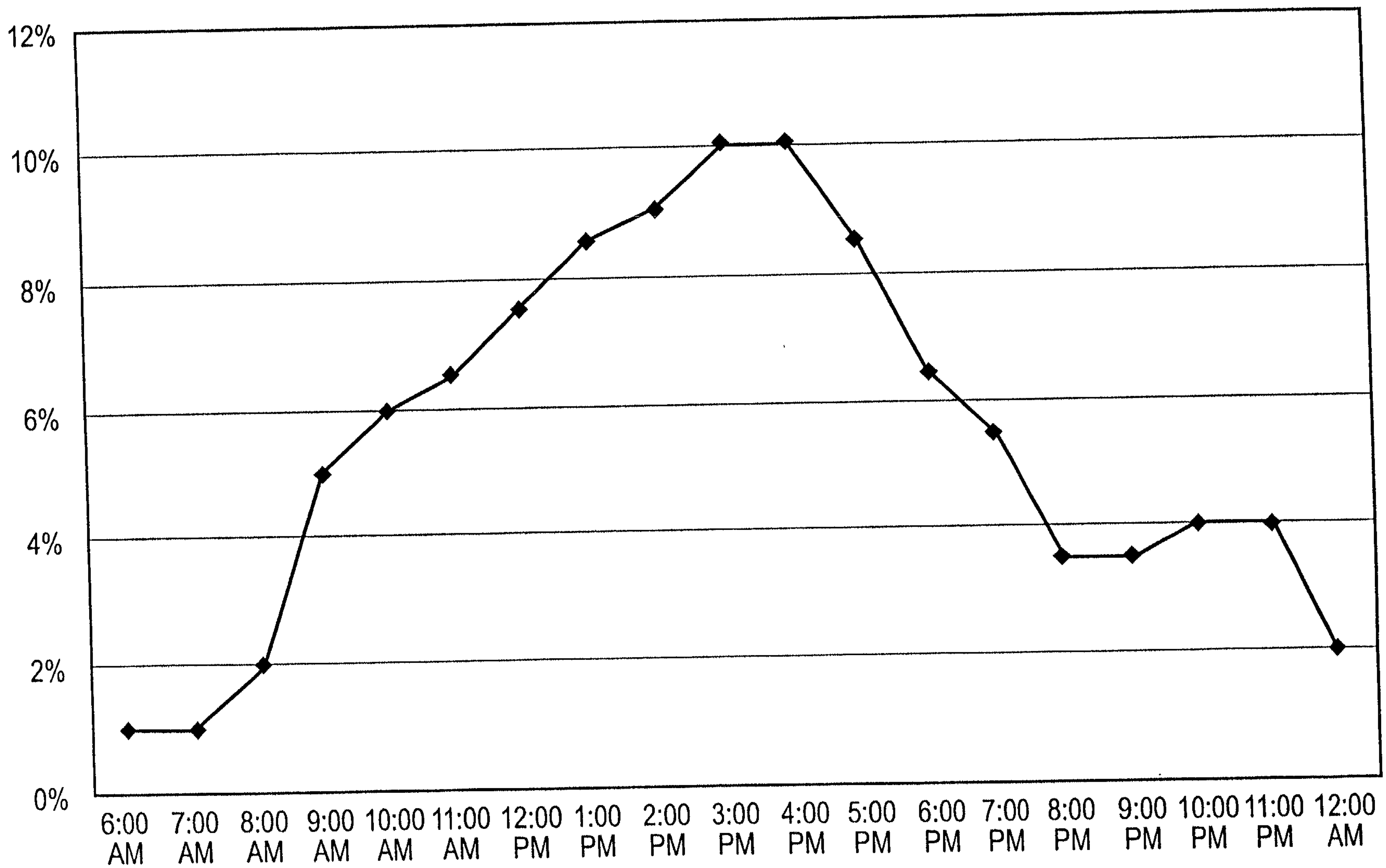

12%
10%
8%
6%
4%
2%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 13

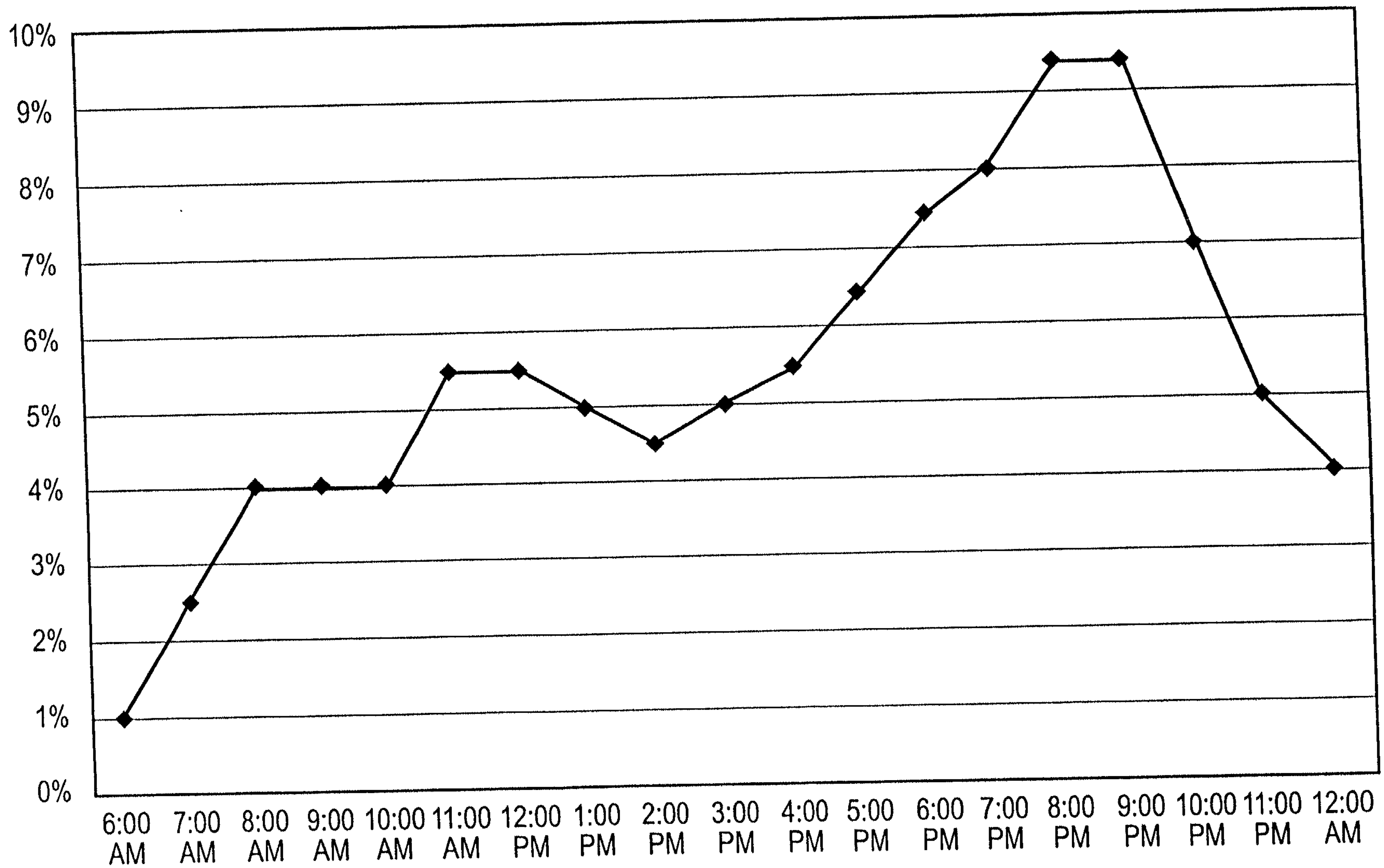

10%
9%
8%
7%
6%
5%
4%
3%
2%
1%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 14

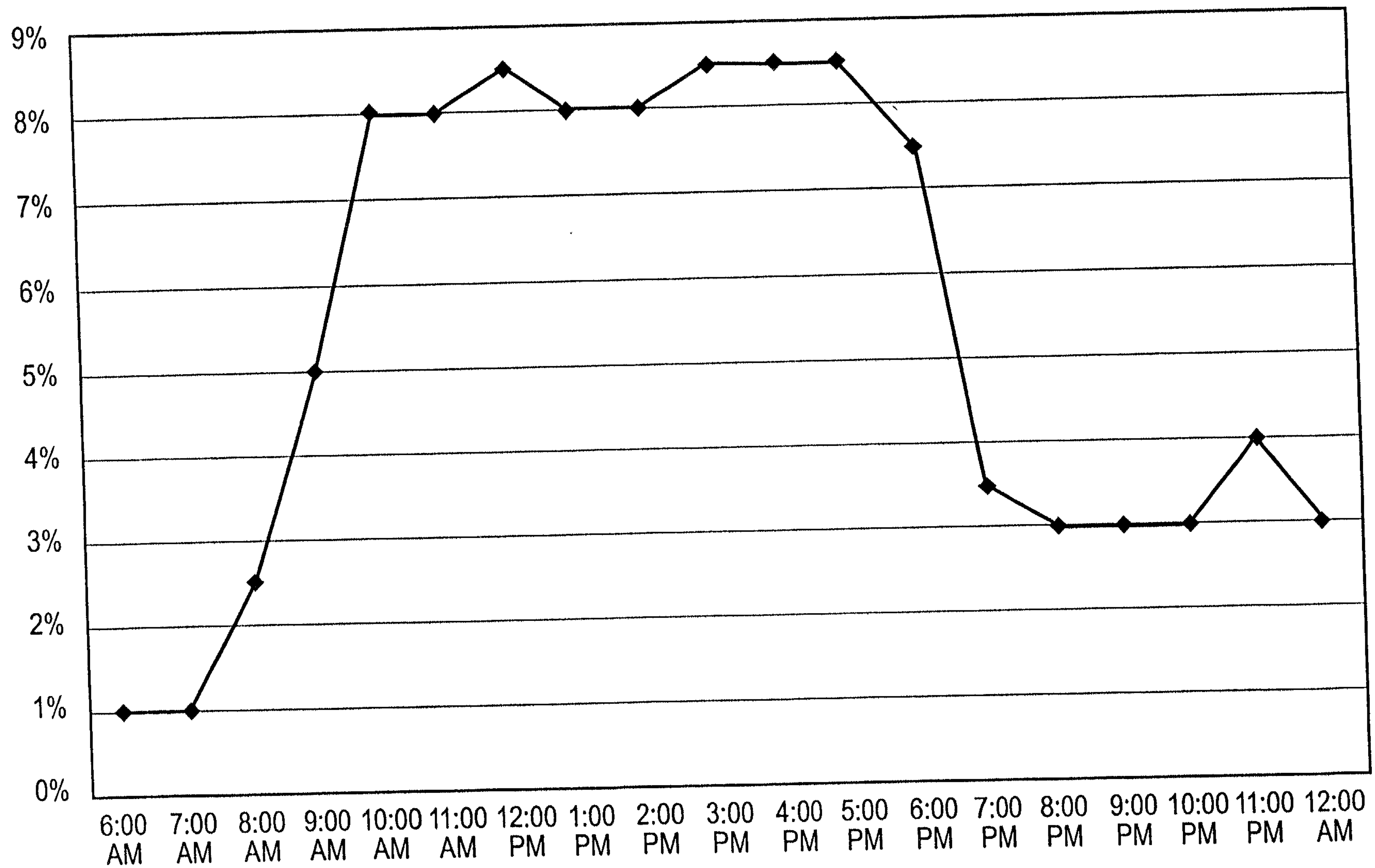

9%
8%
7%
6%
5%
4%
3%
2%
1%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 15

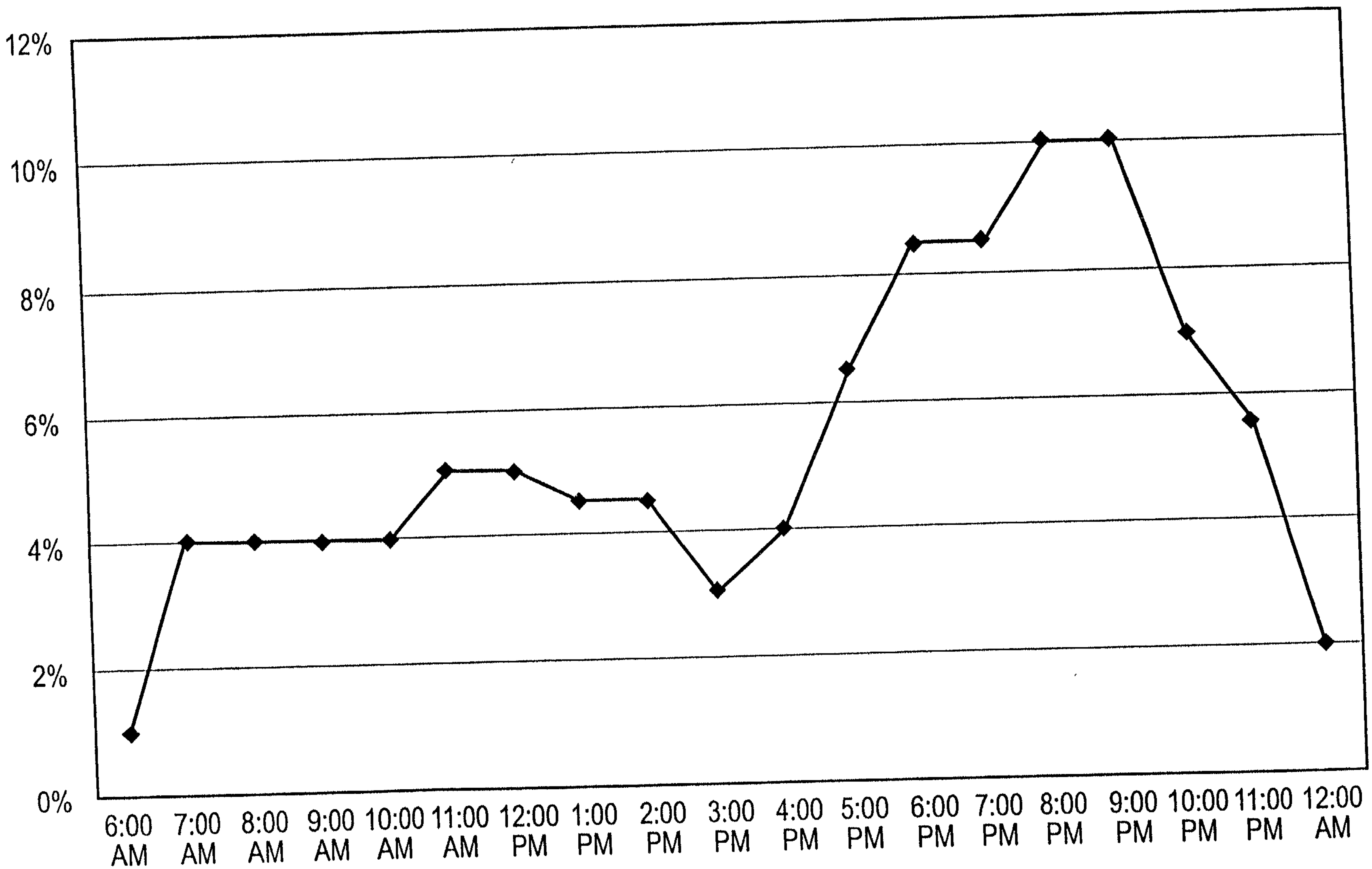

12%
10%
8%
6%
4%
2%
0%
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM

FIG. 16

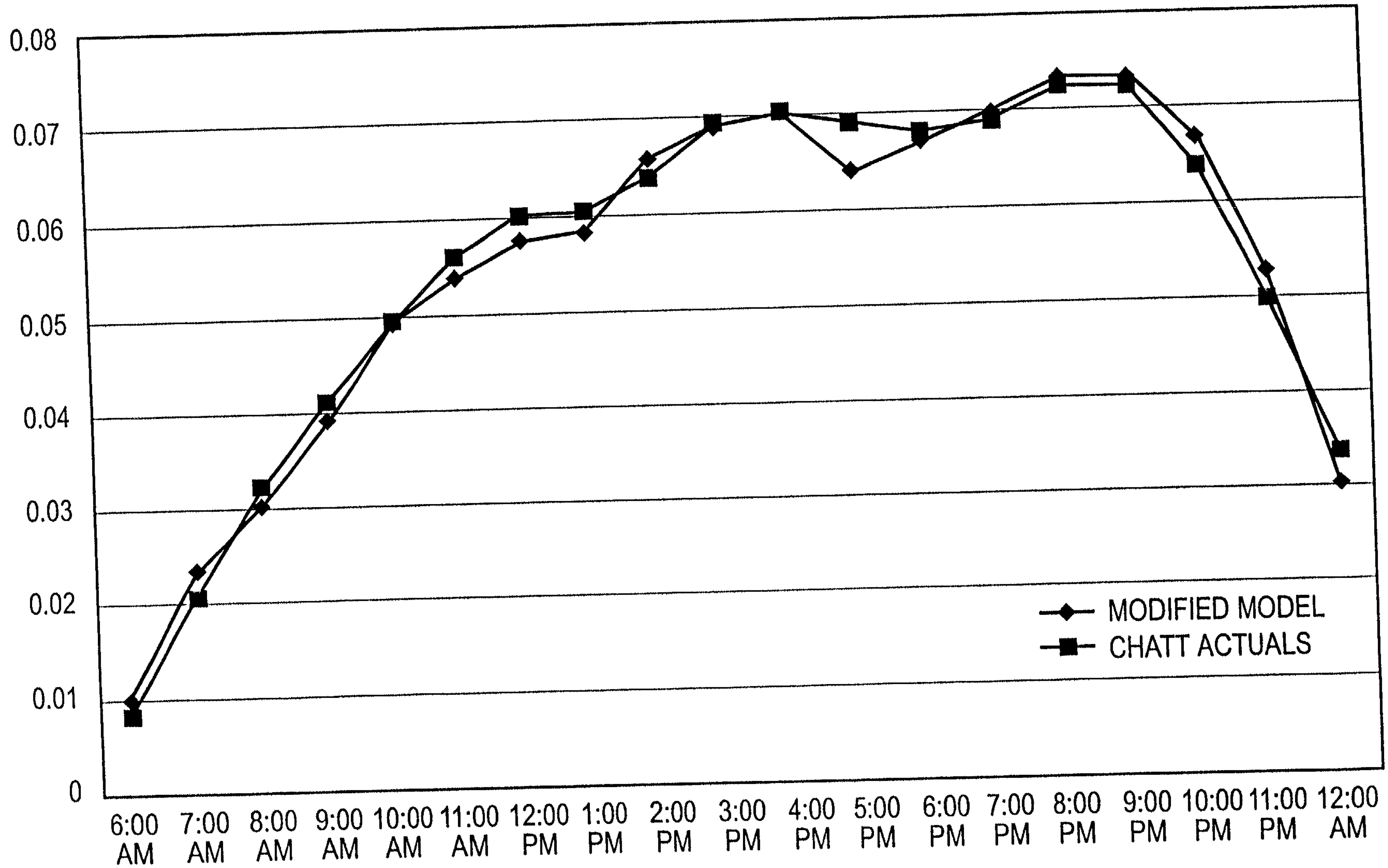

0.08
0.07
0.06
0.05
0.04
0.03
0.02
0.01
0
6:00 AM
7:00 AM
8:00 AM
9:00 AM
10:00 AM
11:00 AM
12:00 PM
1:00 PM
2:00 PM
3:00 PM
4:00 PM
5:00 PM
6:00 PM
7:00 PM
8:00 PM
9:00 PM
10:00 PM
11:00 PM
12:00 AM
MODIFIED MODEL
CHATT ACTUALS

FIG. 17

PROOF OF CONCEPT

CHATTANOOGA

CRICKET WAS EBITDA BREAK-EVEN IN CHATTANOOGA AT 12 MONTHS

7.7% PENETRATION	12 MONTHS 24,000 CUSTOMERS AS OF 2/29/00	5 YEARS
COSTS IN <u>FIRST</u> YEAR		
COST PER GROSS ADD	<$230	$550
SUPPORT COSTS/AVERAGE SUB	$5.60	$11.45
OPERATIONS COST/MOU	$0.013	$0.039

FIG. 18

CAPITAL UTILIZATION

	YEAR FROM SYSTEM LAUNCH					
	1	2	3	4	5	10
(IN THOUSANDS OF DOLLARS)						
CUMULATIVE ANTICIPATED CAPITAL EXPENDITURE PER SUBSCRIBER (AVERAGE)						
POWERTEL (GSM)	9,516	4,613	2,528	1,689	1,280	692
SPRINT (CDMA)	19,367	4,349	1,860	954	729	586
PRESENT INVENTION	2,354	2,628	1,949	1,183	877	550
CAPITAL EXPENDITURE PER ERLANG (AVERAGE)						
POWERTEL (GSM)	278	163	98	70	56	33
SPRINT (CDMA)	968	217	93	47	36	29
PRESENT INVENTION	47	52	38	23	17	11

FIG. 19

RE-ENGINEERING THE COST STRUCTURE

- NETWORK BUILD-OUT
  - HIGH CAPACITY CDMA
    - LATEST GENERATION EQUIPMENT
  - EFFICIENT SITE LOADING
    - NO UNDERUTILIZED ROAMING SITES
  - DESIGNED FOR RESIDENTIAL CALLING PATTERNS
    - LOWER % PEAK USAGE
  - CAPITAL REQUIREMENT PER CUSTOMER 1/3 OF TYPICAL PCS AVERAGE IN FIRST YEAR BECAUSE OF RAPID CUSTOMER ACQUISITION

→ LOWER CAPITAL COSTS

- NETWORK OPERATIONS
  - LOWER BACKHAUL COSTS DUE TO CONCENTRATED FOOTPRINT
  - FAVORABLE INCOMING/OUTGOING MIX - LOWER INTERCONNECT COST
  - ELIMINATION OF ROAMING CLEARINGHOUSE AND ANTI-FRAUD COSTS

→ LOWER NETWORK OPERATING COSTS

FIG. 20a

RE-ENGINEERING THE COST STRUCTURE (CONT'D)

- CUSTOMER ACQUISITION
  - ATTRACTIVE VALUE PROPOSITION SELLS EASILY
  - RAPID, SIMPLE SALES CYCLE
  - DIRECT DISTRIBUTION - HIGH VOLUME
  - INDIRECT DISTRIBUTION - NO RESIDUALS OR COMMISSIONS
  - NO CREDIT CHECKS

→ LOWER CPGA

- CUSTOMER SERVICE
  - HIGH CAPACITY, HIGH QUALITY NETWORKS
  - SIMPLE MONTHLY BILLING
  - LOW CUSTOMER CARE COSTS - FEWER BILLING DISPUTES
  - NO BAD DEBT, NO FRAUD
  - CLEAR STATEMENT OF COVERAGE AREA

→ LOWER BACK OFFICE COSTS

FIG. 20b

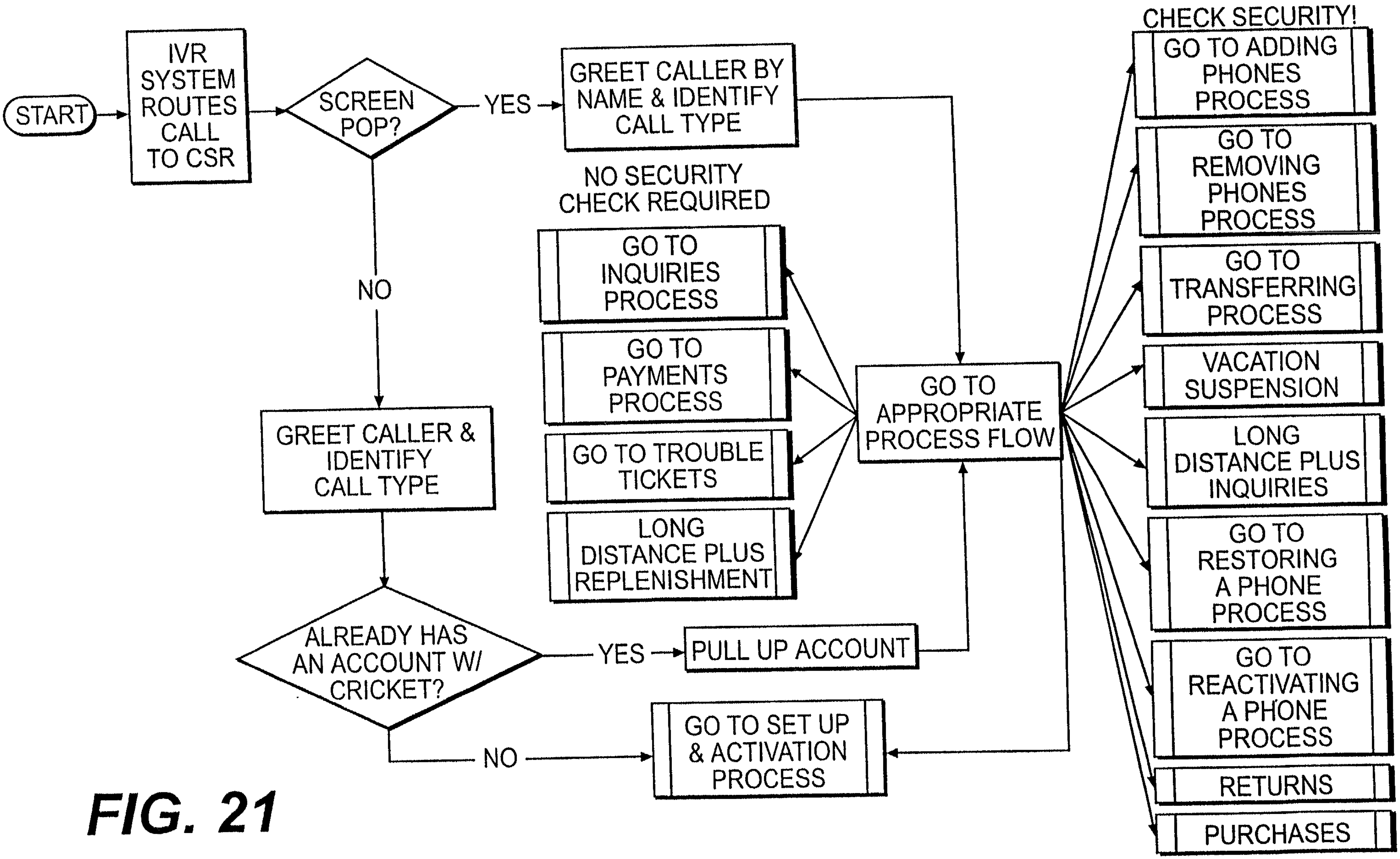
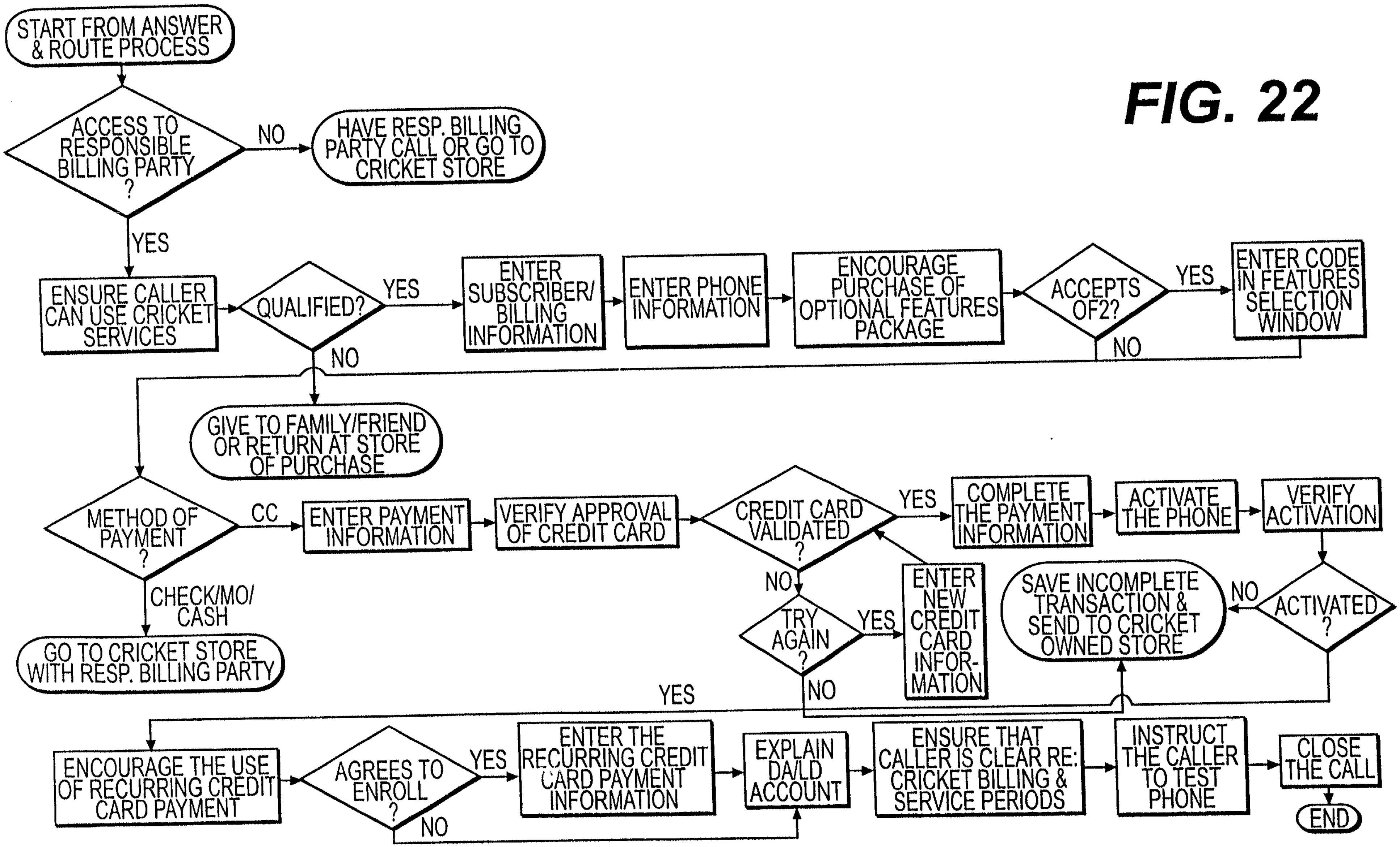

START
IVR SYSTEM ROUTES CALL TO CSR
SCREEN POP?
YES
NO
GREET CALLER BY NAME & IDENTIFY CALL TYPE
NO SECURITY CHECK REQUIRED
GO TO INQUIRIES PROCESS
GO TO PAYMENTS PROCESS
GO TO TROUBLE TICKETS
LONG DISTANCE PLUS REPLENISHMENT
GREET CALLER & IDENTIFY CALL TYPE
ALREADY HAS AN ACCOUNT W/ CRICKET?
YES
PULL UP ACCOUNT
NO
GO TO SET UP & ACTIVATION PROCESS
GO TO APPROPRIATE PROCESS FLOW
CHECK SECURITY!
GO TO ADDING PHONES PROCESS
GO TO REMOVING PHONES PROCESS
GO TO TRANSFERRING PROCESS
VACATION SUSPENSION
LONG DISTANCE PLUS INQUIRIES
GO TO RESTORING A PHONE PROCESS
GO TO REACTIVATING A PHONE PROCESS
RETURNS
PURCHASES

FIG. 21

FIG. 22


START FROM ANSWER & ROUTE PROCESS
ACCESS TO RESPONSIBLE BILLING PARTY ?
NO
HAVE RESP. BILLING PARTY CALL OR GO TO CRICKET STORE
YES
ENSURE CALLER CAN USE CRICKET SERVICES
QUALIFIED?
YES
NO
ENTER SUBSCRIBER/ BILLING INFORMATION
ENTER PHONE INFORMATION
ENCOURAGE PURCHASE OF OPTIONAL FEATURES PACKAGE
ACCEPTS OF2?
YES
NO
ENTER CODE IN FEATURES SELECTION WINDOW
GIVE TO FAMILY/FRIEND OR RETURN AT STORE OF PURCHASE
METHOD OF PAYMENT ?
CC
CHECK/MO/ CASH
GO TO CRICKET STORE WITH RESP. BILLING PARTY
ENTER PAYMENT INFORMATION
VERIFY APPROVAL OF CREDIT CARD
CREDIT CARD VALIDATED ?
YES
NO
TRY AGAIN ?
YES
NO
ENTER NEW CREDIT CARD INFOR- MATION
COMPLETE THE PAYMENT INFORMATION
ACTIVATE THE PHONE
VERIFY ACTIVATION
ACTIVATED ?
NO
SAVE INCOMPLETE TRANSACTION & SEND TO CRICKET OWNED STORE
YES
ENCOURAGE THE USE OF RECURRING CREDIT CARD PAYMENT
AGREES TO ENROLL ?
YES
NO
ENTER THE RECURRING CREDIT CARD PAYMENT INFORMATION
EXPLAIN DA/LD ACCOUNT
ENSURE THAT CALLER IS CLEAR RE: CRICKET BILLING & SERVICE PERIODS
INSTRUCT THE CALLER TO TEST PHONE
CLOSE THE CALL
END

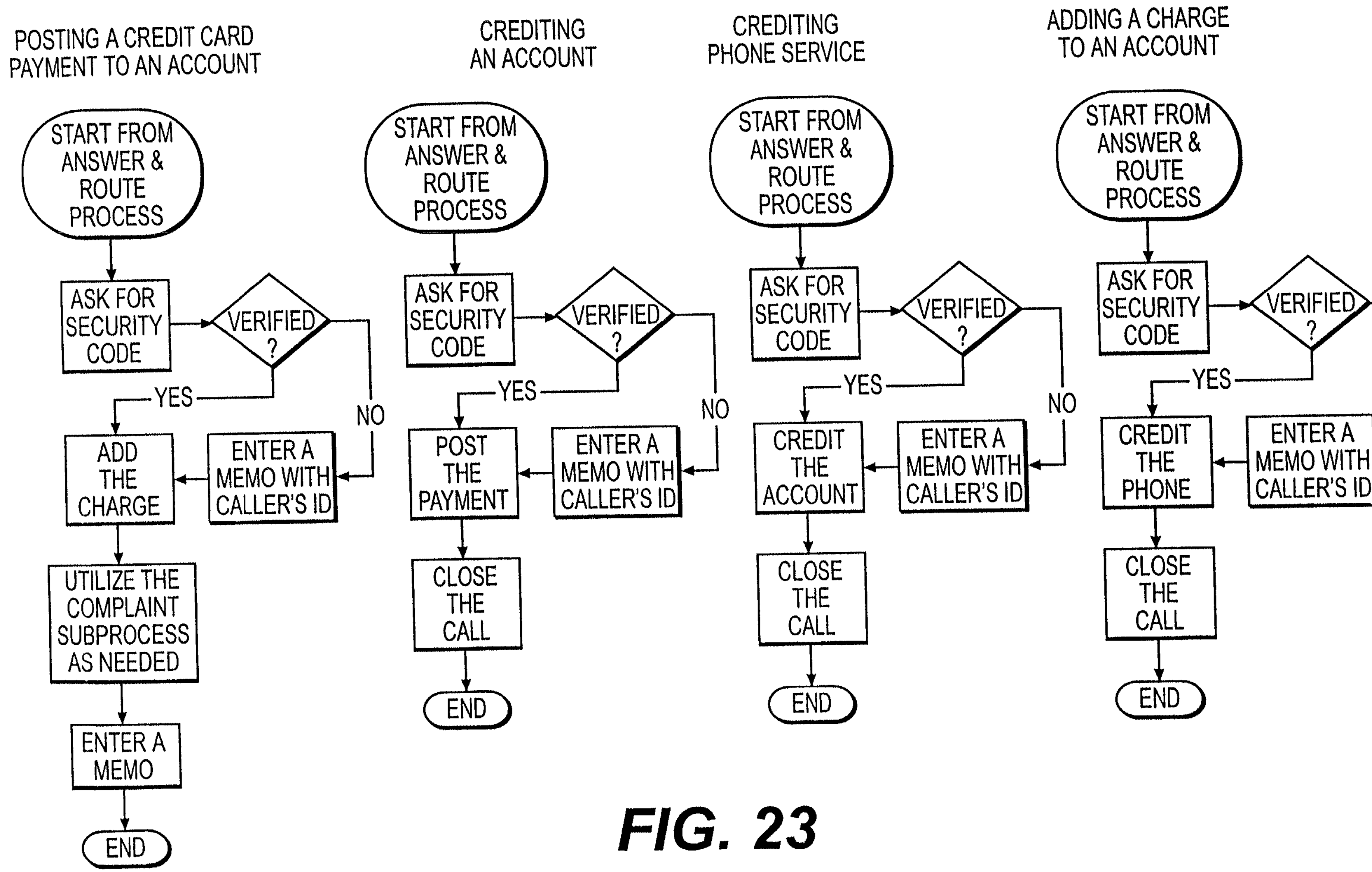

POSTING A CREDIT CARD PAYMENT TO AN ACCOUNT
START FROM ANSWER & ROUTE PROCESS
ASK FOR SECURITY CODE
VERIFIED ?
YES
NO
ENTER A MEMO WITH CALLER'S ID
ADD THE CHARGE
UTILIZE THE COMPLAINT SUBPROCESS AS NEEDED
ENTER A MEMO
END
CREDITING AN ACCOUNT
START FROM ANSWER & ROUTE PROCESS
ASK FOR SECURITY CODE
VERIFIED ?
YES
NO
ENTER A MEMO WITH CALLER'S ID
POST THE PAYMENT
CLOSE THE CALL
END
CREDITING PHONE SERVICE
START FROM ANSWER & ROUTE PROCESS
ASK FOR SECURITY CODE
VERIFIED ?
YES
NO
ENTER A MEMO WITH CALLER'S ID
CREDIT THE ACCOUNT
CLOSE THE CALL
END
ADDING A CHARGE TO AN ACCOUNT
START FROM ANSWER & ROUTE PROCESS
ASK FOR SECURITY CODE
VERIFIED ?
YES
NO
ENTER A MEMO WITH CALLER'S ID
CREDIT THE PHONE
CLOSE THE CALL
END

FIG. 23

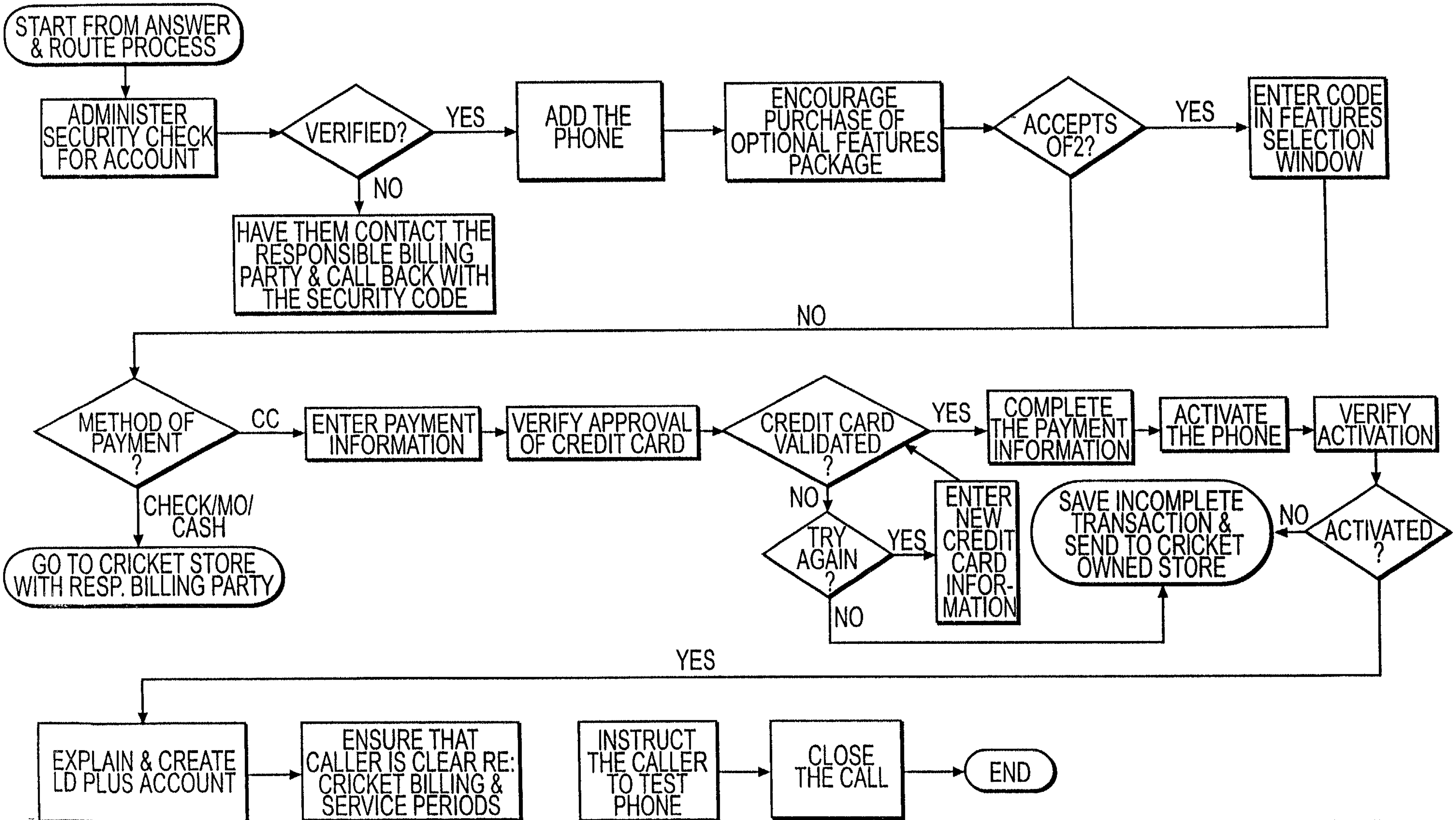

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
VERIFIED?
YES
NO
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
ADD THE PHONE
ENCOURAGE PURCHASE OF OPTIONAL FEATURES PACKAGE
ACCEPTS OF2?
YES
ENTER CODE IN FEATURES SELECTION WINDOW
NO
METHOD OF PAYMENT ?
CC
CHECK/MO/ CASH
GO TO CRICKET STORE WITH RESP. BILLING PARTY
ENTER PAYMENT INFORMATION
VERIFY APPROVAL OF CREDIT CARD
CREDIT CARD VALIDATED ?
YES
NO
TRY AGAIN ?
YES
NO
ENTER NEW CREDIT CARD INFOR-MATION
COMPLETE THE PAYMENT INFORMATION
ACTIVATE THE PHONE
VERIFY ACTIVATION
ACTIVATED ?
NO
SAVE INCOMPLETE TRANSACTION & SEND TO CRICKET OWNED STORE
YES
EXPLAIN & CREATE LD PLUS ACCOUNT
ENSURE THAT CALLER IS CLEAR RE: CRICKET BILLING & SERVICE PERIODS
INSTRUCT THE CALLER TO TEST PHONE
CLOSE THE CALL
END

FIG. 24

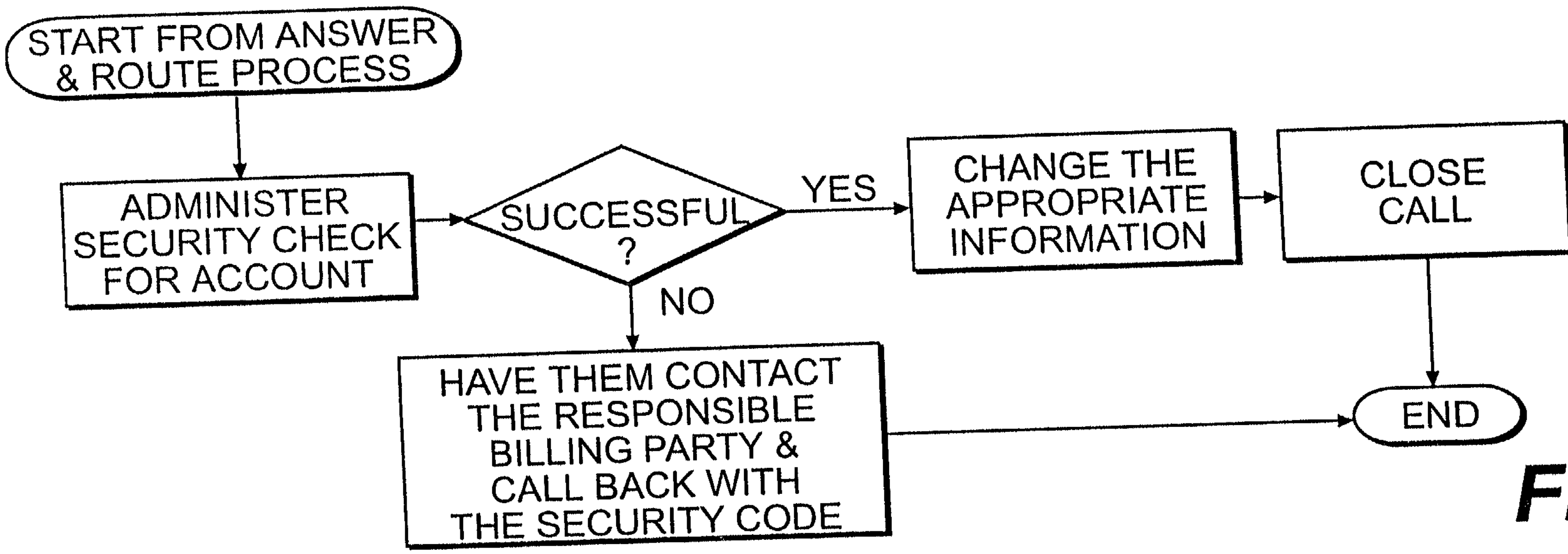

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
CHANGE THE APPROPRIATE INFORMATION
CLOSE CALL
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 25

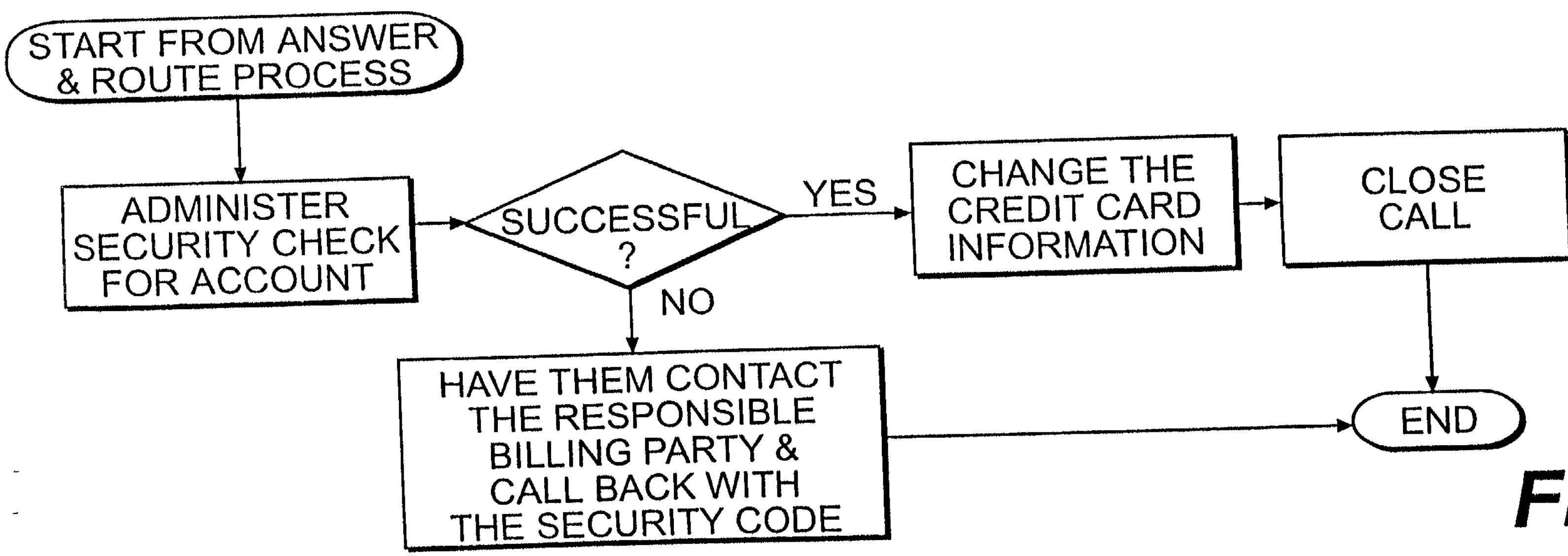

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
CHANGE THE CREDIT CARD INFORMATION
CLOSE CALL
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 27

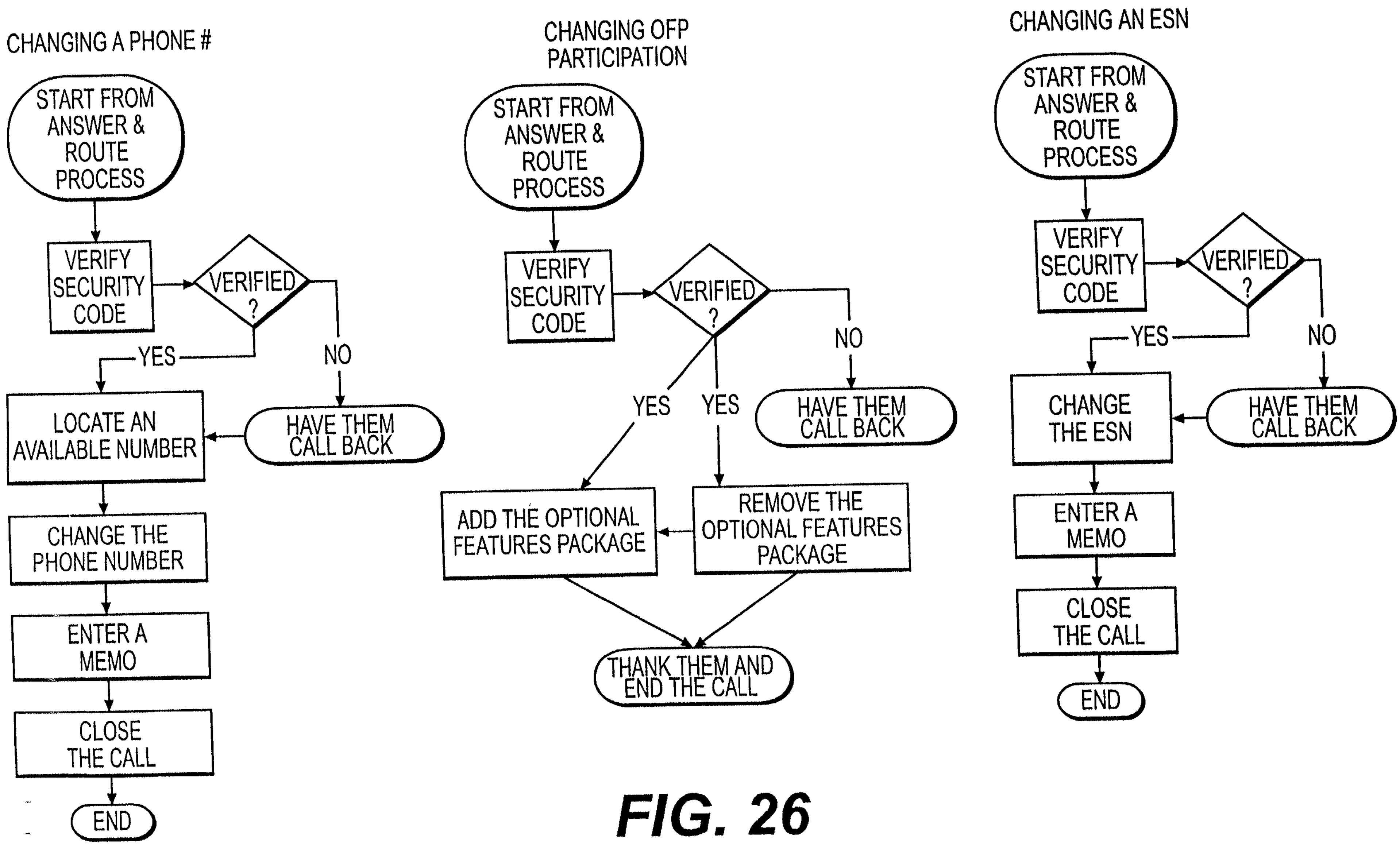

CHANGING A PHONE #
START FROM ANSWER & ROUTE PROCESS
VERIFY SECURITY CODE
VERIFIED ?
YES
NO
HAVE THEM CALL BACK
LOCATE AN AVAILABLE NUMBER
CHANGE THE PHONE NUMBER
ENTER A MEMO
CLOSE THE CALL
END
CHANGING OFP PARTICIPATION
START FROM ANSWER & ROUTE PROCESS
VERIFY SECURITY CODE
VERIFIED ?
YES
YES
NO
HAVE THEM CALL BACK
ADD THE OPTIONAL FEATURES PACKAGE
REMOVE THE OPTIONAL FEATURES PACKAGE
THANK THEM AND END THE CALL
CHANGING AN ESN
START FROM ANSWER & ROUTE PROCESS
VERIFY SECURITY CODE
VERIFIED ?
YES
NO
CHANGE THE ESN
HAVE THEM CALL BACK
ENTER A MEMO
CLOSE THE CALL
END

FIG. 26

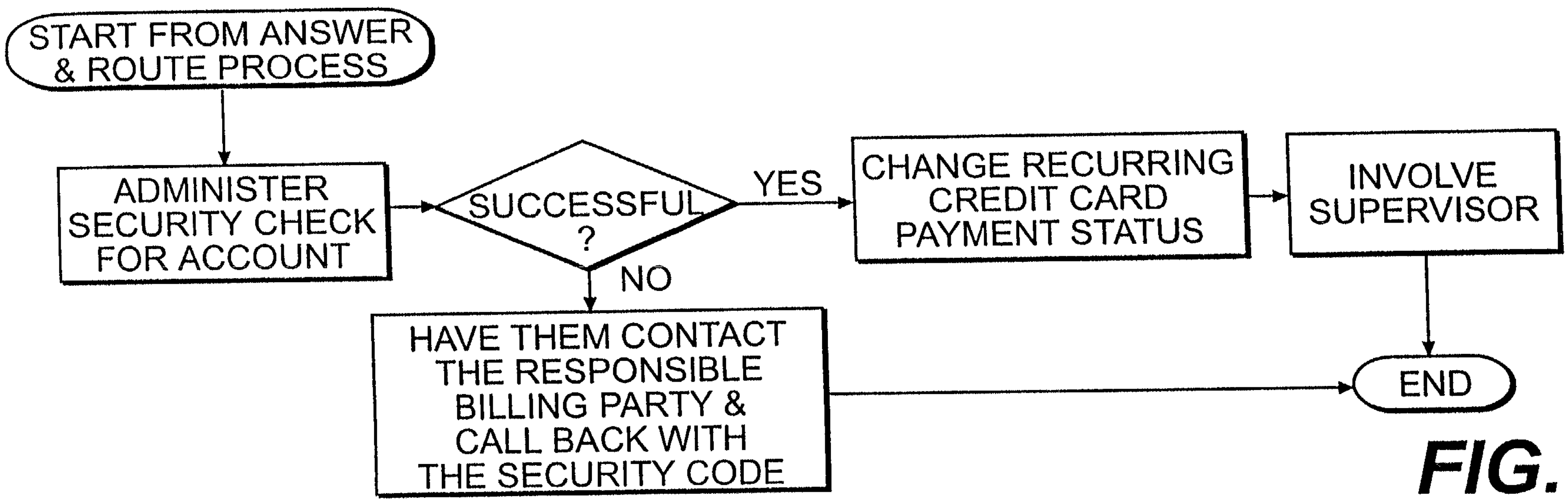

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
CHANGE RECURRING CREDIT CARD PAYMENT STATUS
INVOLVE SUPERVISOR
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 28

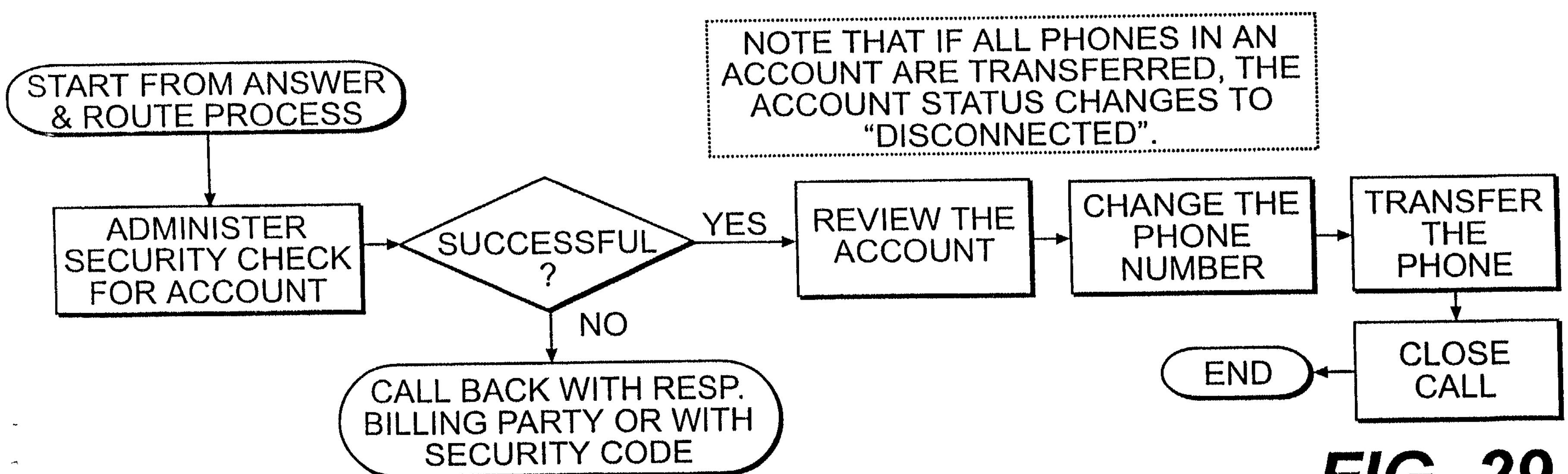

NOTE THAT IF ALL PHONES IN AN ACCOUNT ARE TRANSFERRED, THE ACCOUNT STATUS CHANGES TO "DISCONNECTED".
START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
REVIEW THE ACCOUNT
CHANGE THE PHONE NUMBER
TRANSFER THE PHONE
CLOSE CALL
END
CALL BACK WITH RESP. BILLING PARTY OR WITH SECURITY CODE

FIG. 29

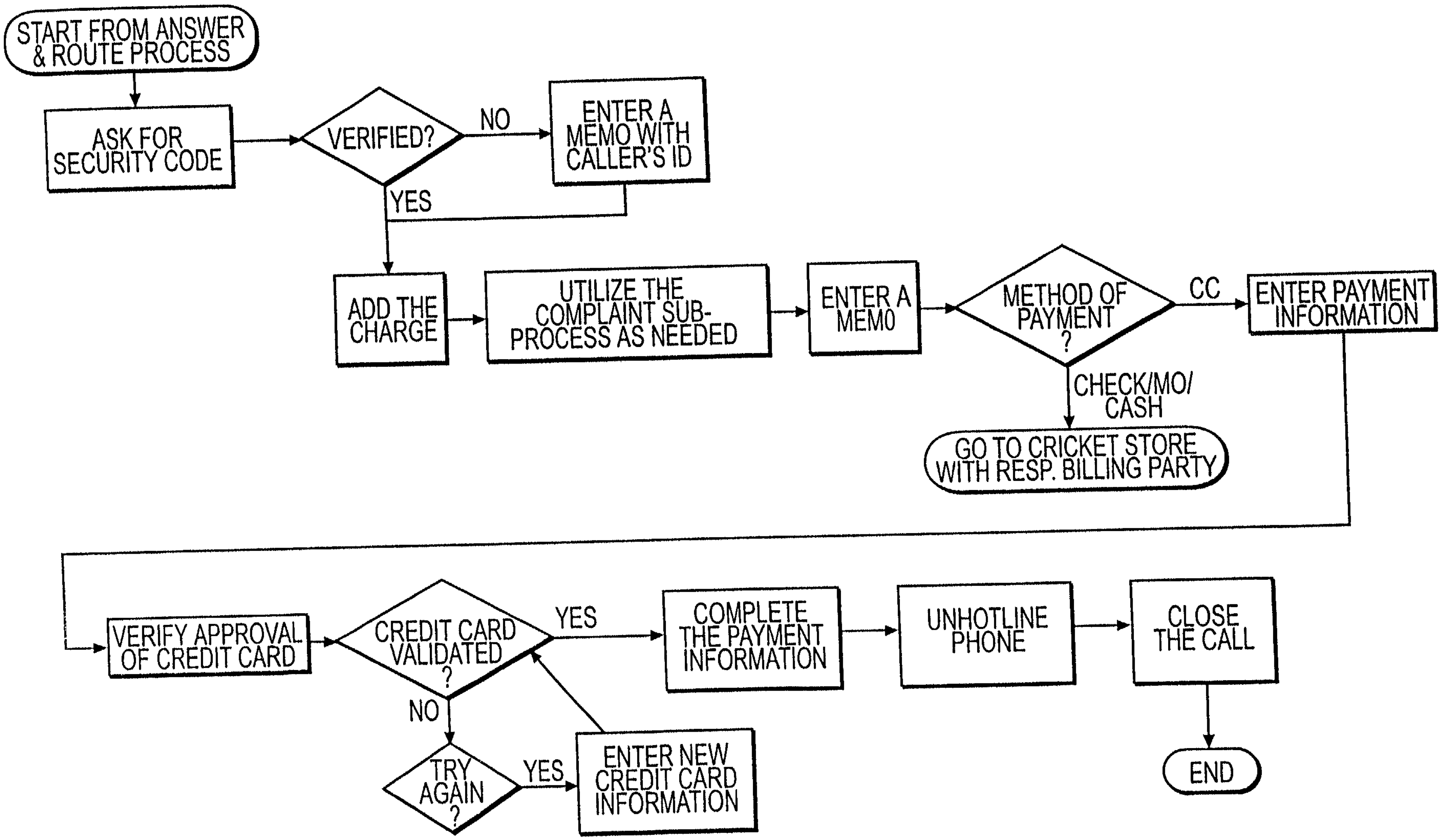

START FROM ANSWER & ROUTE PROCESS
ASK FOR SECURITY CODE
VERIFIED?
NO
ENTER A MEMO WITH CALLER'S ID
YES
ADD THE CHARGE
UTILIZE THE COMPLAINT SUB-PROCESS AS NEEDED
ENTER A MEMO
METHOD OF PAYMENT ?
CC
ENTER PAYMENT INFORMATION
CHECK/MO/ CASH
GO TO CRICKET STORE WITH RESP. BILLING PARTY
VERIFY APPROVAL OF CREDIT CARD
CREDIT CARD VALIDATED ?
YES
COMPLETE THE PAYMENT INFORMATION
UNHOTLINE PHONE
CLOSE THE CALL
END
NO
TRY AGAIN ?
YES
ENTER NEW CREDIT CARD INFORMATION

FIG. 30

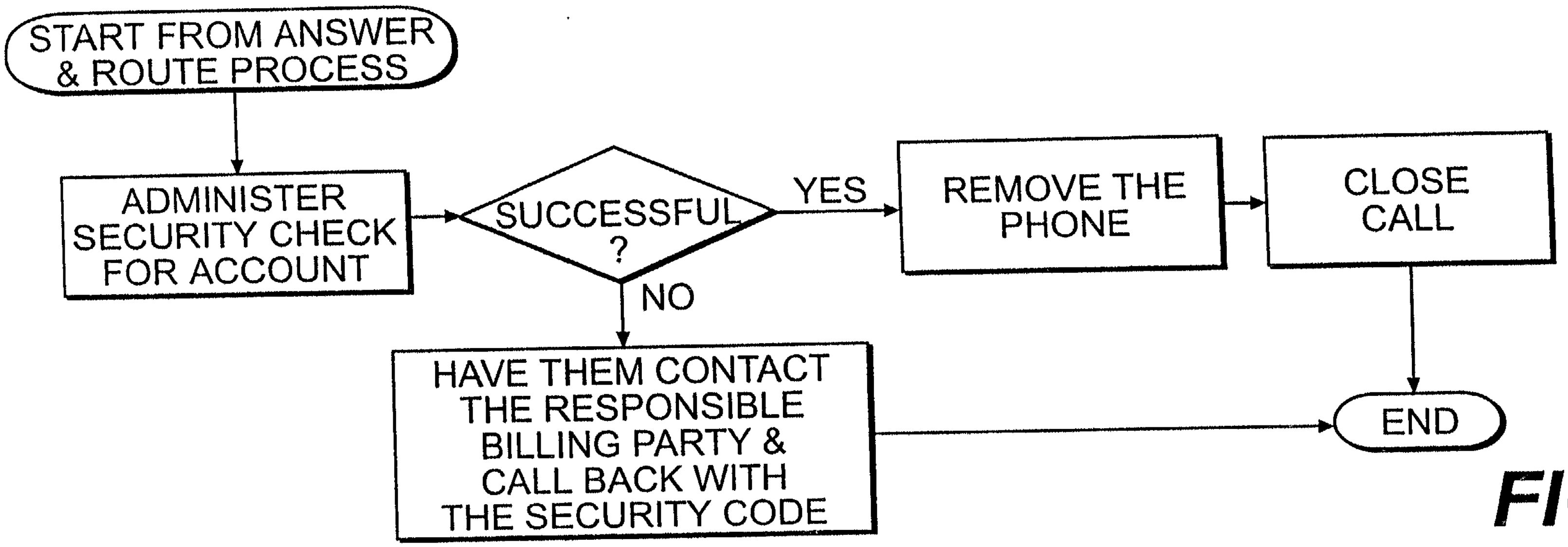

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
REMOVE THE PHONE
CLOSE CALL
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 31

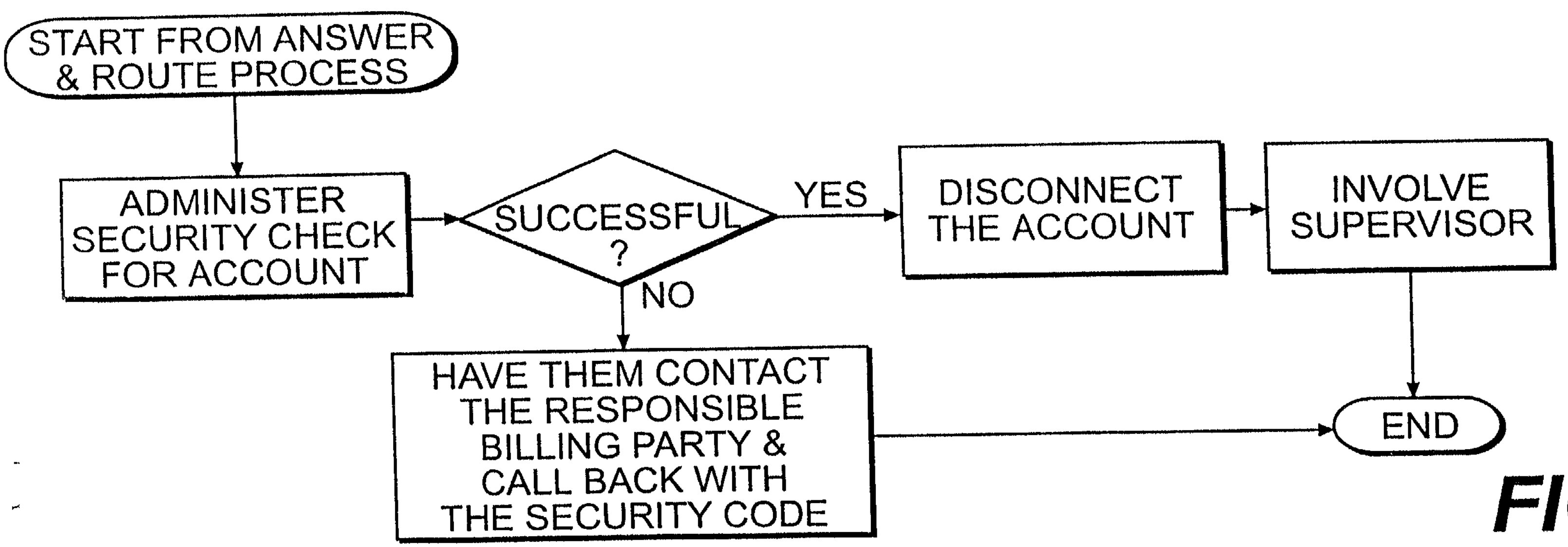

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
SUCCESSFUL ?
YES
NO
DISCONNECT THE ACCOUNT
INVOLVE SUPERVISOR
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 32

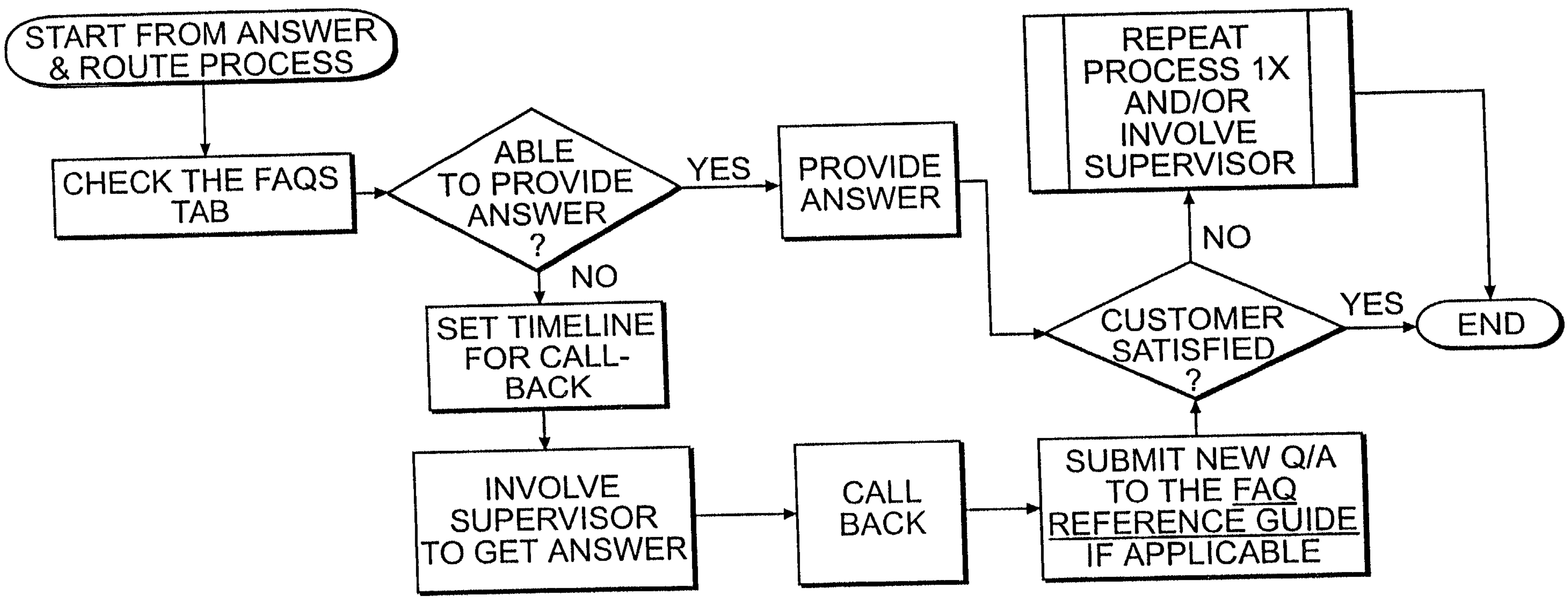

START FROM ANSWER & ROUTE PROCESS
CHECK THE FAQS TAB
ABLE TO PROVIDE ANSWER ?
YES
NO
PROVIDE ANSWER
SET TIMELINE FOR CALL-BACK
INVOLVE SUPERVISOR TO GET ANSWER
CALL BACK
SUBMIT NEW Q/A TO THE FAQ REFERENCE GUIDE IF APPLICABLE
CUSTOMER SATISFIED ?
YES
NO
REPEAT PROCESS 1X AND/OR INVOLVE SUPERVISOR
END

FIG. 33

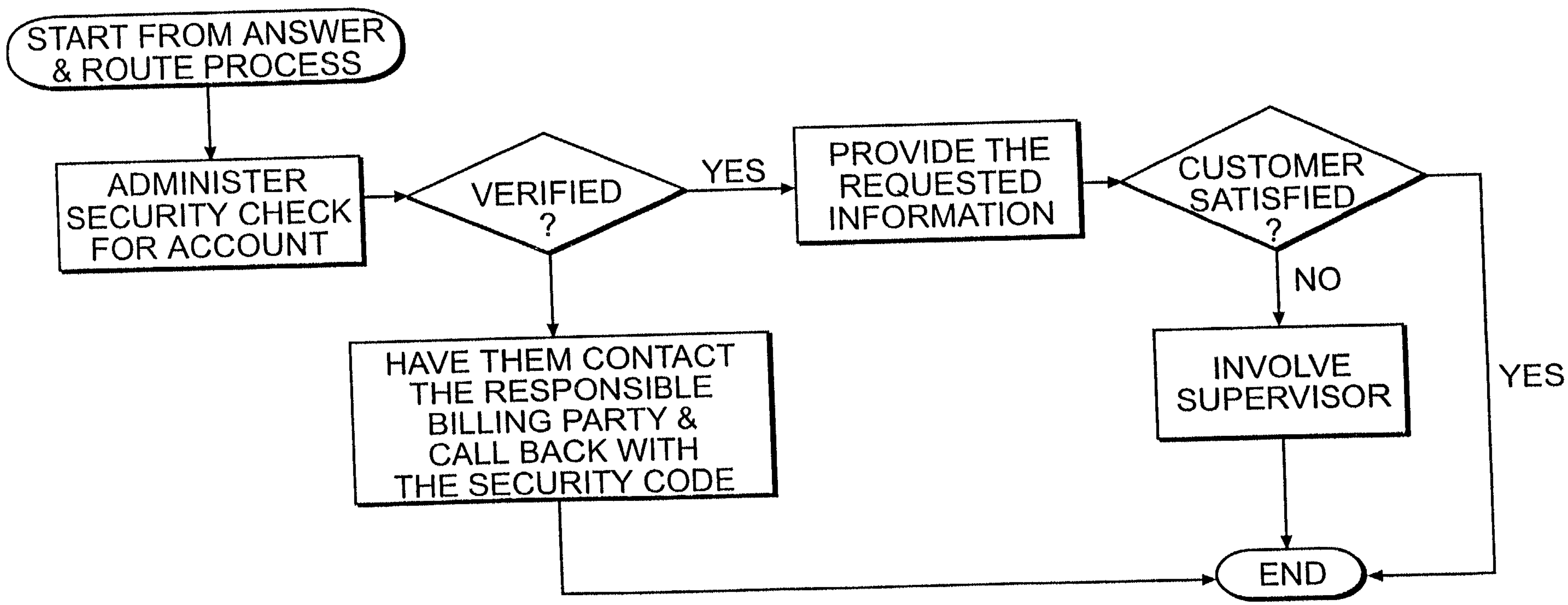

START FROM ANSWER & ROUTE PROCESS
ADMINISTER SECURITY CHECK FOR ACCOUNT
VERIFIED ?
YES
PROVIDE THE REQUESTED INFORMATION
CUSTOMER SATISFIED ?
NO
INVOLVE SUPERVISOR
YES
HAVE THEM CONTACT THE RESPONSIBLE BILLING PARTY & CALL BACK WITH THE SECURITY CODE
END

FIG. 34